

AI, Data and Robotics Association
ADRA
Non-profit association
Boulevard Auguste Reyers 80
1030 Schaerbeek
Belgium

ARTICLES OF ASSOCIATION

SECTION I: LEGAL FORM – NAME – REGISTERED OFFICE – TERM – PURPOSE – ETHICAL CONDUCT

1 LEGAL FORM, NAME – REGISTERED OFFICE - TERM

- 1.1 The association is incorporated as a non-profit association (“vzw”/“asbl”) and is governed by the provisions of the Belgian Code of companies and associations. The association is incorporated under the name of “AI, Data and Robotics Association” or abbreviated “ADRA” (hereafter the “Association”). The full and abbreviated names can be used together or separately.

Any contract, invoice, announcement, publication or any other document which originates from the Association will mention this name, immediately followed or preceded by the term “vereniging zonder winstoogmerk” / “association sans but lucratif” [(“*non-profit Association*”)] or the abbreviation “vzw” / “asbl”, as well as the address of the registered office of the Association.

- 1.2 The registered office of the Association is located in the Brussels-Capital Region. The Board of Directors has the power to transfer the registered office to any place in the Brussels-Capital Region and to carry out the necessary publication formalities.
- 1.3 The Association is incorporated for an indefinite duration. It may be dissolved at any time.

2 PURPOSE

- 2.1 The disinterested purpose of the Association (hereafter the “Purpose”) is to boost European research, development, innovation and industry of, and to foster a positive perception of, Artificial Intelligence (“AI”), Data and Robotics through its participation in the AI, Data and Robotics Partnership set out in Article 2.6. In the context thereof, it aims at:
- a) building upon and strengthening the connections between the AI, Data and Robotics communities in Europe to their mutual benefit;
 - b) strengthening competitiveness and ensuring industrial leadership of manufacturers, providers and end users of AI, Data and Robotics technology-based methods, systems and services;

- c) taking up the widest and best of AI, Data and Robotics technologies and services for professional and private use in including their use in the public sector;
- d) targeting the excellence of the science base of European AI, Data and Robotics.

In view of achieving the Purpose, the Association has as its object the activities described in articles 2.2 to 2.5.

- 2.2 To reach its Purpose, the Association shall carry out acts and take steps and commit to all activities that are deemed appropriate or useful in view of achieving its Purpose including by collaboration with its Members, and including commercial and profitable activities within the limits of what is legally allowed and of which the profits will be, at any time, entirely allocated to the achievement of its disinterested purposes.
- 2.3 To reach its Purpose, the Board of Directors will also periodically set forth topics, objectives and ambitions in a Strategic Research Innovation and Deployment Agenda (SRIDA) The topics, objectives and ambitions are not exclusive to the Association.
- 2.4 To reach its Purpose, the Association shall also i.a. engage in collaborating with the European Union to try and establish a Public-Private Partnership, hereinafter defined in Article 2.6 and through this partnership may engage in;
 - a) developing strategic goals of European AI, Data and Robotics and fostering their implementation;
 - b) improving industrial competitiveness of Europe through innovative AI, Data and Robotics technologies;
 - c) strategically positioning AI, Data and Robotics products and services as key enablers for solving Europe's societal challenges;
 - d) strengthening networking activities of the European AI, Data and Robotics community;
 - e) increasing European entrepreneurial activity in AI, Data and Robotics;
 - f) promoting European AI, Data and Robotics including to European citizens;
 - g) reaching out to existing and new users and markets;
 - h) contributing to policy development, technology transfer, market access and funding in the widest possible sense including strategic engagement with public and private investors;
 - i) addressing ethical, legal and societal (ELS) issues;
 - j) participating in projects and tenders provided they are directly relevant to achieving the Purpose;
 - k) developing educational activities including multidisciplinary education covering business, technology and societal aspects and offering educational services.
- 2.5 To reach its Purpose, the Association will act in alignment with the Founding Members in view of mobilising the Founding Members' existing activities into the Association's activities while providing equal opportunity for its Founding Members.
- 2.6 "Public-Private Partnership" as referred to above, means a partnership as defined by the European Union to be adopted and published before the end of year 2021. The Association shall in particular collaborate with the European Union to develop and implement a strategy and a roadmap for research, technological development and innovation in AI, Data and Robotics.
- 2.7 For the purpose of these Articles of Association, "European Countries" is defined as:
 - a) the EU Member States;

- b) the United Kingdom;
- c) Horizon Europe Associated Countries with science and technology cooperation agreements that are being involved in order to contribute to the framework programme budget;
- d) candidate countries to the EU; and
- e) any additional country agreed upon during an extraordinary General Assembly of the Association by a two third (2/3rd) majority of the Members with voting rights that are present or represented.

For the avoidance of doubt, an actual list of the European Countries will at all times be provided in the Internal Regulations as soon as these have been adopted.

- 2.8 The Association strives to promote its Purpose in a disinterested way and does not seek any direct or indirect patrimonial benefit for its Members.

3 ETHICAL CONDUCT

- 3.1 Each Member is committed to integrity and to respect the confidentiality of the Associations' internal documents and information.
- 3.2 Each Member shall maintain and enforce adherence to lawful business practice according to its own national laws and shall act in good faith and transparently with respect to other Members.
- 3.3 The Association and its Members shall operate in compliance with European Competition Law.

SECTION II: MEMBERSHIP

4 CATEGORIES AND CONDITIONS OF MEMBERSHIP

4.1 General provisions

- 4.1.1 Membership is open to those legal entities who shall at a minimum be considered to have a legitimate interest in pursuing the Purpose and who qualify for the various types of Membership as described in Article 4.2 of these Articles of Association.

The conditions to be met to become a Member, as defined hereafter, are:

- a) accepting and operating in accordance with the Articles of association, the Internal Regulations and the law of their country of origin;
- b) accepting to meet the financial obligations resulting from Membership;
- c) having been invited to become a Member by the Board of Directors.

- 4.1.2 The rights and duties of the Members are those conferred to them by law, the Articles of Association and the Internal Regulations.

- 4.1.3 The number of Members is not limited, but cannot be less than two (2).

4.2 Types of membership

- 4.2.1 There are two types of Members: with and without voting rights.

- 4.2.2 Members with voting rights are Industry Members (as defined in Article 4.4), Research Members (as defined in Article 4.5) and Strategic Members (as defined in Article 4.6).
- 4.2.3 Members without voting rights are Associate Members (as defined in Article 4.7).
- 4.2.4 Members shall be legal entities and will be formally represented by a duly empowered natural person. Members with voting rights should at least have regular activities in one of the European Countries as defined in Article 2.7. Members who, for example, have their registered office or a branch office in one of the European Countries as defined in Article 2.7, are presumed to have regular activities in one of the European Countries. Members without voting rights should at least have regular activities in one of the European Countries as defined in Article 2.7. Membership shall not be possible for natural persons.

4.3 Rights and obligations of Members

- 4.3.1 Members with voting rights enjoy the following rights:
- a) attending, also through a representative duly empowered by proxy, the meetings of the General Assembly;
 - b) voting at the General Assembly;
 - c) calling for an extraordinary General Assembly as provided for by Article 9.2;
 - d) on being excluded from Membership, request to make representation in their defence before the General Assembly;
 - e) resigning from the Association after having notified this decision to the Secretary-General (see Article 13) of the Association by registered letter to the registered office of the Association;
 - f) participating in the activities of the Association;
 - g) electing the Board of Directors;
 - h) proposing candidates for election to the Board of Directors;
 - i) any other rights granted in these Articles of Association and by applicable law.
- 4.3.2 Members without voting rights enjoy the following rights:
- a) participating in the General Assembly as observers without voting rights;
 - b) participating in the activities of the Association without voting rights;
 - c) on being excluded from Membership, request to make representation in their defence before the General Assembly;
 - d) resigning from the Association after having notified this decision to the Secretary-General of the Association by registered letter to the registered office of the Association.

4.4 Industry Members

- 4.4.1 Industry Membership is open to companies active in developing, using and / or applying one or more of the fields of AI, Data and Robotics, in the provision of services related to developing, using and applying of AI, Data and Robotics and in the provision of investment and business services related to AI, Data and Robotics (hereafter “Industry Members”).
- 4.4.2 There are three subcategories of Industry Members:
- a) Large companies

- b) Mid-Caps
- c) Small and Medium Enterprises (“SME”) and Start-ups

For the purpose of defining these three subcategories, reference is made to the criteria used for the Horizon Europe funding programme for research and innovation for 2021-2027.

4.5 Research Members

- 4.5.1 Research Membership is open to Research Technology Organisations (hereinafter “RTOs”) and Higher Education Establishments (hereinafter “HES”) active in one or more of the fields of AI, Data and Robotics research, innovation and education (hereinafter “Research Members”), and in particular:
- a) RTO Members are entities such as research institutes and departments and laboratories thereof which emphasise in particular on bridging the gap between research (usually carried out by Higher Education Establishments) and product and application development (as carried out by industry). RTOs are generally non-profit organisations.
 - b) HES Members are entities such as universities, university colleges and university departments and laboratories or research groups of universities engaging in research, innovation and education. They generate knowledge through conducting research and educating future AI, Data and Robotics scientists, engineers and practitioners.

4.6 Strategic Members

- 4.6.1 Strategic Membership is open to not-for-profit organisations having their own members and whose main objectives are of essential value for the Purpose of the Association.
- 4.6.2 Members of Strategic Members may opt to join the Association as Members in their own right as an Industry Member as described under Article 4.4 or as a Research Member as described under Article 4.5
- 4.6.3 For the purposes of the Public-Private-Partnership detailed in Article 2.6 the members (provided that such members agree thereto in writing) of any Strategic Member may be treated as “Affiliates of the Association” for the purposes of reporting to the public side of the Partnership. In this context the term “Affiliates” refers to the terminology of the Horizon Europe Partnership regulation (See Article 2.4).
- 4.6.4 The Founding Members of the Association are all Strategic Members.

4.7 Associate Members

- 4.7.1 Associate Membership is open to trade unions, non-governmental organisations, regional clusters and other stakeholders not falling in the Member categories defined in Articles 4.4, 4.5 and 4.6 but with an interest in researching, designing, developing, manufacturing, transferring, deploying, using and / or applying AI, Data and Robotics technology or interested in supporting businesses and activities by providing services related to the application and use of AI, Data and Robotics (hereinafter referred to as “Associate Members”).
- 4.7.2 Associate Membership is also open to public bodies such as national funding agencies regional authorities, national standards bodies, international bodies and government agencies with a demonstrable interest in supporting the development of European AI, Data and Robotics.

5 APPLICATION FOR MEMBERSHIP

- 5.1 Applications for Membership shall be addressed in writing to the Association's Secretary-General who will communicate the application to the Board of Directors.
- 5.2 Every application for Membership must contain a commitment to adherence to these Articles of Association, to the Internal Regulations, if any, and to all decisions of the Association's governing bodies and an undertaking to actively participate in activities.
- 5.3 The Secretary-General of the Association shall be entitled to request additional information from an applicant.
- 5.4 Membership is granted by the General Assembly upon the proposal of the Board of Directors. The General Assembly will decide on the admission of a candidate during an extraordinary meeting by a two third (2/3rd) majority of the Members with voting rights that are present or represented. No particular justification is required for this decision. This decision will be notified by the President of the General Assembly by registered letter, by mail or by e-mail to the candidate as well as to the existing Members by mail (to the last known address of the Members as mentioned in the register of Members) or by e-mail (if the Member has provided an e-mail address for communication) within seven (7) working days after the date of the decision.
- 5.5 The General Assembly shall scrutinise the admissibility of the candidate for membership on the basis of the request for admission and in the light of the conditions set out above. If the request for admission is accepted by the General Assembly, the candidate shall become a Member upon acceptance, or, as the case may be, upon receipt by the Association of the applicable dues and membership fees, if any.
- 5.6 Pending the decision of the General Assembly to grant them Membership, the Board of Directors may decide to already allow a candidate Member to temporarily participate in the activities of the Association and, in particular, to have a representative attend meetings of the General Assembly (without voting right) and receive the same information as Members do, and this until the moment that the candidate is accepted as a Member (or until its candidacy is rejected).
- 5.7 The Board of Directors keeps a register of the Members at the office of the Association. Because all Members are legal entities, this register contains the name, legal form, address of the registered office, name of the representative and date of adherence of the Members. All decisions of admission, resignation or exclusion of Members must also be inscribed in the register by the Board of Directors within eight (8) days after the acknowledgement of the decision.

6 TERMINATION OF MEMBERSHIP

- 6.1 Membership can be terminated by resignation or by exclusion of the Member.
- 6.2 In any case, any Member which ceases to possess the qualifications to become a Member as detailed under Article 4, shall be deemed to have resigned and therefore ipso facto ceases to be a Member of the Association with immediate effect. For a Member with voting rights, any cessation of regular activity of that Member within the geographical area defined in Article 2.7 shall automatically terminate its Membership at the end of the month in the course of which such event occurred.
- 6.3 In case of a resignation or termination under article 6.2 the Membership Fee or other

financial contribution due for the then current financial year, will remain due by the Member concerned.

- 6.4 If a Member wants to resign, in circumstances other than described in article 6.2, such resignation from Membership must be notified to the Secretary-General by email with acknowledgment of receipt by the Secretary-General or by registered letter. Either type of notification must be sent at the latest three months before the end of the financial year. In case the notification is sent during the first nine months of the financial year, the Membership ends at the end of that financial year, and the Membership Fee and other financial contributions due for that financial year remain due by the Member concerned. If the notice of termination is given during the last three months of the financial year, the Membership will only terminate at the end of the next financial year and hence also the full Membership Fee and other contributions for the next financial year shall be due. In the case of resignation by email an automated email reply from the Secretary-General is not considered as an acknowledgement.
- 6.5 A Member can be excluded by the General Assembly with immediate effect for non-compliance with the law, the articles of association, the Internal Regulations, a resolution of the General Assembly, or for any other lawful reason, which includes i.a.:
- a) default of payment of the Membership fee or any other fee or costs that are due by the Member, including fees for exceptional expenses or costs, provided that the amount concerned remains unpaid one month after a written reminder has been sent to the Member concerned by the Secretary General, and this exclusion can take place upon request of any Member;
 - b) the bankruptcy or liquidation or similar proceedings with respect to the Member concerned; the fact that a Member, directly or indirectly, supported or initiated an activity or otherwise took measures that are contrary to the purpose of the Association or acted in a manner gravely injurious to the reputation of the Association or the interests of the Members.

Prior to the voting thereto, the Member whose (potential) exclusion has been announced, may request to make representation in their defence before the General Assembly.

The exclusion of a Member can only be decided upon by the General Assembly with a majority of two thirds (2/3rd) of the votes of the Members (with voting rights) present or represented, the Member concerned not taking part in the vote. The Member concerned will first be invited by the General Assembly to be heard.

- 6.6 Except if provided differently elsewhere in these Articles of Association, the Member who is excluded for any of the reasons mentioned in article 6.5, will not be exempted from its liability for payment of any Membership Fees of the then current year (if any) or any indebtedness.

7 FINANCIAL CONTRIBUTION

- 7.1 In order to pursue the Purpose and to carry out the activities of the Association as described in Article 2 the Members will be required to pay an annual financial contribution (the “Membership fee”).
- 7.2 The amount of the Membership fee as well as the payment terms thereof are decided annually by the General Assembly upon an approved proposal from the Board of Directors. The detailed calculation methods are established in the Internal Regulations. The maximum annual Membership fee that can be charged to each Member amounts to 50.000,00 Euros (fifty thousand Euros).

- 7.3 The Association may receive grants, donations and testamentary provisions and any transfer not prohibited by law.

SECTION III: ORGANISATION OF THE ASSOCIATION

8 ORGANISATIONAL STRUCTURE

- 8.1 The Association is composed of the following bodies:
- a) the General Assembly
 - b) the Board of Directors
- 8.2 The Association also employs or enters into a service contract with a Secretary-General (see Article 13) who ensures the operational implementation of the decisions taken by the Board of Directors and who is in charge of the Association's day-to-day operations. This Secretary-General may be assisted by an Office (see Article 12).
- 8.3 The Association may create working groups in relation to the Purpose in various forms. They are established under the authority of the Board of Directors. Task Forces and Topic Groups are special forms of working groups defined in Article 11. Each Member is expected to contribute actively to at least one Topic Group. Other forms of working groups such as interest groups and committees may be defined and further detailed in the Internal Regulations.

9 GENERAL ASSEMBLY

9.1 Composition

- 9.1.1 The General Assembly is composed of all Members with voting rights. Members without voting rights may participate as observers.

9.2 Organisation of the General Assembly

- 9.2.1 The annual ordinary General Assembly of the Association shall be convened by its President (see Article 14) or named substitute (see Article 9.5) and shall be held at least once a year and on the date fixed by the President after deliberation with the Board of Directors, and no later than six months following the closure of the financial year. On this occasion, the ordinary General Assembly also decides by separate vote on the discharge of the directors.
- 9.2.2 The Board of Directors has to convene an extraordinary General Assembly in all cases provided for by the law or the Articles of Association, or at the written request of not less than one fifth (1/5th) of the Members who have voting rights.
- 9.2.3 The General Assembly may only validly deliberate on the items explicitly included on the agenda. The General Assembly may validly deliberate on items not mentioned on the agenda if all Members with voting rights are present or represented at this General Assembly and unanimously consent thereto.
- 9.2.4 A convening notice indicating the date, time, place and agenda of a General Assembly shall be sent to the Members, directors and statutory auditor, if any; in the form of a letter or email, at least 15 days before the date fixed for the ordinary or the extraordinary General Assembly. If the meeting is convened at the request of at least 1/5th of the Members with a voting right, the invitation for the meeting shall be sent within 21 days

after the request and the meeting will be held at the latest within 40 days after the request. The agenda is determined by the President after deliberation with the Board of Directors, and must include any proposal submitted by at least 1/20th of the Members with a voting right.

- 9.2.5 The means of holding the ordinary or the extraordinary General Assembly shall be indicated in the convening notice.
- 9.2.6 A copy of the documents to be submitted to the General Assembly pursuant to the Code of companies and associations shall be sent without delay and free of charge to the Members, directors and statutory auditors, if any, requesting it.
- 9.2.7 Meetings may be held physically or by means of a teleconference or videoconference. Further details on the organisation of the meetings of the General Assembly can be detailed in the Internal Regulations.
- 9.2.8 If a physical meeting is to be held it can be anywhere in the countries defined in Article 2.7.
- 9.2.9 General Assembly meetings are preferably held by means of a teleconference or videoconference but the Board of Directors may request that the President convenes a physical meeting. The Board of Directors may also request that a physical meeting is accessible by teleconference or videoconference.
- 9.2.10 If all Members with voting rights have agreed to meet and if they are all present or represented or have casted their votes in writing (including via email), the meeting shall be duly constituted without having to observe any time limits or issue new invitations, which shall be recorded in the minutes of the meeting.
- 9.2.11 Each Member with voting rights is represented at the General Assembly by one delegate with full powers. Each Member of the Association with voting rights shall be entitled to one vote.

Each Member may designate a representative (Member or third party) who shall need to hold a written proxy at the General Assembly, who shall have full authority to represent, vote and act for such Member in all matters coming before the General Assembly, provided that any representative may not represent more than three (3) Members. The proxies will be attached to the meeting minutes of the General Assembly meeting.

9.3 Powers of the General Assembly

- 9.3.1 The General Assembly has all of the powers, except those that are excluded by the law or the articles of association. The General Assembly approves the general policy of the Association on the basis of proposals of the Board of Directors and gives recommendations to the Board of Directors for its application.
- 9.3.2 In particular, the General Assembly shall have exclusive competences which cannot be delegated on the following matters:
 - a) admitting new Members and excluding Members;
 - b) amending the Articles of Association;
 - c) electing and dismissing the members of the Board of Directors, and determine their remuneration, if any;
 - d) electing the President;
 - e) acknowledge the designation of the Vice-President(s) and/or the Treasurer nominated by the Board of Directors;

- f) appointing and terminating the auditor or liquidator(s), and determine their remuneration; upon proposal of the Board of Directors;
- g) discharging the President, members of the Board of Directors and the Auditor(s), if any, from liability for the exercise of their mandate;
- h) introducing legal proceedings by the Association against members of the Board of Directors or the auditor(s);
- i) receiving and approving reports on the activities in the past year from the Board of Directors;
- j) approving the overall strategy and the overarching policies to be followed by the Association on the basis of recommendations of the Board of Directors;
- k) approving proposals for resolutions and plans of activities proposed by the Board of Directors;
- l) approving the annual accounts and the budget proposed by the Board of Directors;
- m) adopting internal rules for the calculation of the Members' financial contributions and the payment terms thereof, upon proposal of the Board of Directors;
- n) deciding on the dissolution of the Association;
- o) transforming the Association into an international non-profit association or into a cooperative company recognised as social undertaking or into a recognised social enterprise cooperative company;
- p) performing or accepting a contribution of a universality for free;
- q) applying for the Association's membership to any other (international) non-profit organisation, body or its withdrawal from any such organisation or body;
- r) entering into transactions related to immovable goods or loans;
- s) all other matters provided by law and the articles of association.

9.4 Quorum and Adoption of Resolutions

- 9.4.1 With the exception of the cases provided for in the Code of companies and associations, such as those referred to in articles 2:110, 2:135 and 13:2 (dissolution), 9:21 (amendment of the articles of association), 9:23 (exclusion of a member), 13:10 (contribution of generality or branch or activity) and 14:39 (transformation of the association) or where the articles of association require a more important quorum, no quorum is required for the General Assembly to be validly constituted.
- 9.4.2 If the minimum number of Members with a voting right required by law is not reached, a second General Assembly with the same agenda may be convened, which may deliberate and validly rule, regardless of the number of Members present or represented, to the extent authorised by law. The second General Assembly may not be held within fifteen (15) days after the first General Assembly.
- 9.4.3 General Assembly meetings held by electronic means must be conducted so that it is possible to verify the identity of the (delegate(s)) of the Member attending, identify the delegate(s) of voting members and be able to conduct a voting process that can validate the votes cast. A General Assembly held by electronic means must still conform to the procedures set out in Article 9.2. The procedures for holding a General Assembly by electronic means can be further detailed in the Internal Regulations.
- 9.4.4 The General Assembly shall strive to adopt its resolutions by consensus. If a vote proves necessary, the resolution shall be adopted if it receives the majorities required by the Code of companies and associations and a:

- a) simple majority of votes (as specified in Article 9.2.11) from Industrial Members, present or represented and a simple majority of votes from Research Members present or represented in the case of regular resolutions.
- b) two thirds plus one majority of votes (as specified in Article 9.2.11) of the Members with voting rights present or represented in the case of an amendment of the articles of association (according to Article 9.3.2 b) or dissolution and liquidation resolutions (according to Article 9.3.2 l).

9.4.5 In the event that there is an equality of votes the motion must be put to a second vote at the General Assembly. In the event that no majority is established the motion is deemed to have failed.

9.4.6 Resolutions adopted are binding for all Members. They are communicated to the Members via post or via all other means of communication, such as the Association's website.

9.4.7 The General Assembly resolves only on the points in the agenda, except if all Members with voting rights are present and agree to resolve on another point.

9.5 Chairperson of the General Assembly

9.5.1 At all meetings of the General Assembly, the President (see Article 14) acts as a chairperson. In his or her absence the meeting is chaired by one of the Vice-Presidents or, in case they are unavailable, by the eldest member of the Board of Directors.

9.6 Minutes

9.6.1 The minutes of the General Assembly are established by the Secretary-General and are signed by the chairperson and any one Member with voting rights participating at the meeting and shall be circulated to all Members within one month after the ordinary or extraordinary General Assembly.

9.6.2 The minutes shall be electronically archived and shall be accessible to all Members through the website of the Association.

9.7 Written consent in lieu of a meeting

9.7.1 Any resolution of the General Assembly may be adopted without holding a meeting by means of a unanimous written consent of Members with voting rights.

10 BOARD OF DIRECTORS

10.1 Composition and designation

10.1.1 The Association is managed by the Board of Directors whose members are individuals proposed by the Members with voting rights and are elected by the General Assembly.

10.1.2 The minimum number of Directors on the Board of Directors is six (6) and will always be a multiple of six (6). However, for the Founding Board (as defined hereafter) the only requirement is that the minimum number of Directors on the Founding Board is six (6).

10.1.3 The task of a board member is to serve the best interests of the Association and its mandate. Each Director is elected upon presentation by one of the Members active in one of the three fields AI, Data or Robotics and he or she is elected based on their competence, experience and knowledge of those disciplines. The directors have a particular responsibility to make sure that the knowledge, views and experience of these disciplines are brought to bear for the benefit of the Association. Each serving director

has the necessary competence, experience and knowledge in one of the three fields (AI, Data and Robotics) and is either an individual proposed by a Research Member or an individual proposed by an Industrial Member. When appointing directors, the General Assembly will make sure that within the Board of Directors there is always, per group of 6 directors, an equally balanced combination of the three research fields (AI, Data and Robotics) and the two Member types (Industry and Research), creating six constituencies within the Board of Directors which balance each other out.

Examples of how the Board of Directors can be composed in accordance with these Articles of Association are as follows:

- a member with AI experience appointed upon proposal of an Industrial Member, a member with Data experience appointed upon proposal of an Industrial Member, a member with Robotics experience appointed upon proposal of an Industrial Member, a member with AI experience appointed upon proposal of a Research Member, a member with Data experience appointed upon proposal of a Research Member, a member with Robotics experience appointed upon proposal of a Research Member, also;
- one member with AI experience appointed upon proposal of an Industrial Member and three members with AI experience appointed upon proposal of a Research Member, three members with Data experience appointed upon proposal of an Industrial Member and one member with Data experience appointed upon proposal of a Research Member; two members with experience in Robotics appointed upon proposal of a Research Member, and two members with experience in Robotics, appointed upon proposal of an Industrial Member.

10.1.4 Each Director proposed for election to the Board of Directors will declare at the time of election their candidacy for one, and only one, of the three fields AI, Data or Robotics.

10.1.5 The composition of the Board of Directors shall be such that one third of the total number of directors will be composed of elected candidates declared as AI candidates, one third of the total number of directors will be composed of elected candidates declared as Data candidates and one third of the total number of directors will be composed of elected candidates declared as Robotics candidates.

10.1.6 Once elected Directors may not alter their declared field without presenting themselves to the General Assembly for re-election at the next round of elections to the Board of Directors.

10.1.7 The composition of the Board of Directors shall be such that a balance exists between Industry Members and Research Members, where the number of Research Members on the Board of Directors shall equal the number of Industry Members.

10.1.8 The composition of the Board of Directors shall be such that all Members with voting rights are adequately represented. Such representation should include

- a) Industry Member subcategories according to Article 4.4.2
- b) Research Member subcategories according to Article 4.5.1.

The Association will also strive to ensure a gender balance and a balance between the eligible member countries, set out in Article 2.7, in the Board of Directors.

10.1.9 In order to transition to the electoral cycle established in Article 10.1.12 from the foundation stage to the election of a first Board of Directors elected by General Assembly in 2024 at the latest the following process will be adopted:

- a) The first Board of Directors will be formed by appointment of the founding Members (hereinafter the “Founding Board”). As the Founding Members are all

Strategic Members, the rules and divisions expressed in Articles 10.1.3 to 10.1.8 do not apply to the Founding Board, and the only requirement for the Founding Board is that the minimum number of Directors on the Founding Board is six (6).

- b) The Founding Board will be elected for an initial period until the annual Ordinary General Assembly to be held in the year 2023. However, a General Assembly can decide to extend this term by simple majority of the votes until the annual Ordinary General Assembly to be held in 2024.
- c) The Founding Board will fulfil the obligations set out in these Articles of Association, and will in particular:
 - a. Establish the first Internal Regulations for the Association to be approved at the annual Ordinary General Assembly to be held in 2023 or, as the case may be, 2024;
 - b. Work to attract candidates for Membership of the Association;
 - c. Seek candidates for election to the Board of Directors at the annual Ordinary General Assembly to be held in 2023 or, as the case may be, 2024 (the “Initial Board”), which may be the same individuals as those who are a Member of the Founding Board;
 - d. Organise the annual Ordinary General Assemblies until the Initial Board is elected.
 - e. Identify and propose a candidate for the position of President to be elected at the annual Ordinary General Assembly that will elect the Initial Board.
- d) With respect to the Initial Board:
 - a. one third of the positions of Director taken evenly from across the constituencies set out in Article 10.1.3 will be appointed for a one year term;
 - b. one third of the positions of Director taken evenly from across the constituencies set out in Article 10.1.3 will be appointed for a two years’ term;
 - c. one third of the positions of Director taken evenly from across the constituencies set out in Article 10.1.3 will be appointed for a three years’ Term.
 - d. the Vice-Presidents of the Initial Board will be evenly elected among the members of the Initial Board appointed for a one, two and three year term.
- e) As from the General Assembly to be held in 2024 or, as the case may be, 2025 the cyclic rotation of the Board of Directors will operate as described in Article 10.1.12.

10.1.10 The Board of Directors shall propose a candidate for the position of President to the General Assembly. The General Assembly will appoint the President. The President shall act as President of the Board of Directors and as President of the General Assembly. The President cannot be a member of the Board of Directors.

The Board of Directors shall appoint:

- a) Vice-Presidents of the Association in accordance with Article 10.2
- b) a treasurer of the Association.

10.1.11 Third persons can be invited by the President to attend the meetings of the Board of

Directors in an advisory capacity. These persons will not have voting rights.

10.1.12 Except if decided differently by the General Assembly appointing them, as of 2024 or, as the case may be, 2025 one third of the Board of Directors are elected each year by the Ordinary General Assembly for a renewable period of three years on a first-in-first-out basis. The one third of directors to be replaced will include one third of the Vice-Presidents in each annual cycle. The one third of the Board of Directors to be appointed each year will be taken evenly from across the constituencies set out in Article 10.1.3.

10.1.13 The directors shall continue to act until re-election or until new directors take office. When, in the course of a director's mandate, a director ceases the functions occupied within his or her company or association - which were deemed a requirement at the time of election - the Board of Directors shall (*i.a.* with view to meeting the minimum number of directors required by law or these articles of association) decide (with a normal majority, the director concerned not participating in the vote) whether the director can continue to fulfil his or her mandate until the end of this mandate and, if not, the director shall be deemed to have resigned from his or her function on the Board of Directors.

10.1.14 Notwithstanding any other provision in these Articles of Association, the mandate of director can be terminated at any time by the General Assembly without motivation of this decision.

10.1.15 Each director who desires to resign must inform the Board of Directors thereof in writing (including via email). The next General Assembly will decide on replacement of the director and until that date the other directors will fulfil the duties of the resigning.

10.1.16 If the total number of directors, due to resignation, death or dismissal by the General Assembly, falls under the minimum set out in Article 10.1.2, or if a Member category accordingly is being inadequately represented or if there exists no balance of directors as set out in Article 10.1.3., then the remaining directors shall call an extraordinary General Assembly in order to secure the requested appointment(s). The Board of Directors may decide to correct the balance in the Board of Directors or replace the missing director temporarily with a delegate from the missing director's organisation or with a new individual from a Member with voting rights who is able to fulfil the missing director's tasks including representation of the constituency, until a newly elected director can take office. Article 9:6, §2 of the Code on companies and associations applies. With respect to the Founding Board, this Article 10.1.6 only applies in the situation where the total number of directors, due to resignation, death or dismissal by the General Assembly, falls under the minimum number of directors for the Founding Board, as set out in Article 10.1.2. If the total number of directors, due to resignation, death or dismissal by the General Assembly, does not fall under the minimum number of directors for the Founding Board, as set out in Article 10.1.2., the Founding Member who originally presented the candidate may (but is not obliged to) nevertheless present a replacement with the same profile (also active in the industry or the research sector, and with the same experience in AI, Data or Robotics) as the member who resigned, died or was dismissed.

10.2 Vice-Presidents and Treasurer

10.2.1 The Vice-Presidents and the Treasurer (if any) are elected by the Board of Directors from among the members of the Board of Directors, after which this election shall be acknowledged by the General Assembly. The duties of the Vice-Presidents are set out in the Internal Regulations.

10.2.2 Three Vice-Presidents are elected from each of the constituencies of the Board of Directors, set out in Article 10.1.3 who's candidacy is derived from an Industry Member as defined in Article 4.4. This does not apply to the Founding Board, where the Vice

Presidents can be selected freely.

- 10.2.3 Three Vice-President are elected from each of the constituencies of the Board of Directors a set out in Article 10.1.3. from a Research Member as defined in Article 4.5. This does not apply to the Founding Board, where the Vice Presidents can be selected freely.
- 10.2.4 In the event that there are too few Directors to elect Vice-Presidents as set out in Article 10.2.1 to 10.2.3 the Board of Directors as a whole will carry out the duties of the Vice-Presidents.

10.3 Powers of the Board of Directors

- 10.3.1 The Board of Directors has the power to perform all lawful acts of management and administration useful or necessary for the realisation of Purpose, with the exception of those specifically reserved for the General Assembly.
- 10.3.2 The Board of Directors follows and implements the resolutions, instructions and recommendations adopted by the General Assembly. The Board of Directors shall, without being limitative and without prejudice to all the other powers resulting from the law or the articles of association, have exclusive competence to perform and conclude the following matters:
- a) preparing the consolidated annual plan of activities and the long term strategic vision of the Association for approval by the General Assembly, on the basis of input from the Members, preferably consolidated through working groups as detailed in Article 11, and in discussions with the public side according to Article 2.4;
 - b) setting up and dissolving working groups;
 - c) determining requirements for the establishment of working groups;
 - d) drafting, approving and amending Internal Regulations;
 - e) employing and dismissing, or entering into and terminating the service agreement with, the Secretary-General of the Association (see Article 13);
 - f) appointing individuals or an organisation (who could be a Member) to work at the Office (see Article 12), for example on the basis of an employment or service agreement;
 - g) proposing the agenda of the General Assembly;
 - h) proposing internal rules determining the calculation of the Members' financial contributions to the General Assembly;
 - i) providing recommendations to the General Assembly on applications for Membership or exclusion of Members;
 - j) inviting advisers or honorary members to meetings of the Board of Directors;
 - k) having the power of ordinary management, including the right to perform all administrative acts and other necessary arrangements including legal proceedings;
 - l) being in charge of the financial management, preparing of budgets, including subscriptions for approval of the General Assembly, budgets and the control of expenditure;
 - m) proposing amendments to the Articles of Association;
 - n) representing the Association at external events, promoting the Associations' visibility, public relation work and identity;

- o) electing the Vice-Presidents and the Treasurer among the Members of the Board of Directors.

10.3.3 The Board of Directors is entitled to pass a motion to invite specific third parties, in particular members of Strategic Members of the Association, to participate in certain activities of the Association, or even to become a member of Topic Groups, without such third party being entitled to derive any other rights (for example Membership) from this.

10.4 Meetings - Quorum - Adoption of Resolutions

10.4.1 One annual meeting of the Board of Directors shall be held immediately preceding the ordinary annual General Assembly meeting.

10.4.2 Special meetings of the Board of Directors may be called by the president of the Board of Directors, who has the obligation to do so at the request of not less than two-thirds (2/3rd) of the directors.

10.4.3 Notice of meetings shall be sent by mail or by email at least one (1) week prior to the date of such meeting. Meetings may be held without notice if all directors have agreed to meet and are present or represented, which shall be recorded in the minutes of the meeting.

10.4.4 Each director may designate another director who shall be given written proxy (including via email) for the meeting of the Board of Directors and who shall have full authority to represent, vote and act for such director in all matters on the agenda, provided that each director may represent not more than one (1) other director. The proxies will be attached to the meeting minutes of the board meeting.

10.4.5 Except for resolutions requiring a certified document, the Board of Directors' meetings can be held by means of a teleconference or videoconference or by means of any other relevant communication, according to practical procedures defined in the Internal Regulations. The Board of Directors can also decide by unanimous written consent.

10.4.6 The Board of Directors can deliberate validly only if at least one third of the directors in each constituency as set out in Article 10.1.3 are present or represented. This does not apply to the Founding Board.

10.4.7 In the event that the quorum condition set out the previous Article is not met for a Board of Directors meeting a second meeting with the same agenda may be called no earlier than two weeks after the failed meeting. At this second meeting resolutions may be adopted by a simple majority of the votes of those present or represented. Alterations to the agenda cannot be accepted at this second meeting.

10.4.8 The Board of Directors shall strive to reach its decisions by consensus and by considering the viewpoints of the constituencies.

10.4.9 In the event that consensus cannot be reached on a motion to be voted and a vote is proposed and at least one sixth (1/6) of the directors' assents, they may raise a formal concern about the text of the proposed motion to be voted, prior to a vote taking place. The raising of a formal concern delays the vote from taking place until the concern is reviewed by the vice-presidents in a separate meeting (see Article 11.2). The operation and process for raising and handling formal concerns are detailed in the Internal Regulations.

10.4.10 Resolutions related to Articles 10.3.2.a, 10.3.2.d, 10.3.2.l, 10.3.2.m are adopted by majority of votes from the Directors in each constituency, as set out in Article 10.1.3, present or represented, to be adopted. With respect to the Founding Board, however, the resolutions related to Articles 10.3.2.a, 10.3.2.d, 10.3.2.l, 10.3.2.m can only be adopted by a unanimous decision of the Board of Directors.

- 10.4.11 Except if provided differently elsewhere in these Articles of Association, resolutions of the Board of Directors are adopted by the simple majority of the votes of the directors present or represented.

10.5 Minutes

- 10.5.1 The resolutions of the Board of Directors shall be recorded in approved minutes and shall be distributed to all members of the Board of Directors within two weeks. They are signed by the President and the members of the Board of Directors who request to do so. They shall all be electronically archived and be accessible to all Members of the Association via the website of the Association. Copies of all minutes shall be provided to each director. Copies for third parties are signed by at least two members of the Board of Directors.

10.6 Written consent in lieu of a meeting

- 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. They shall all be electronically archived and be accessible to all Members of the Association via the website of the Association.

11 WORKING GROUPS

- 11.1 In the Association there are two types of working groups: Task Forces and Topic Groups. Task forces are established under the authority of the Board of Directors to advise the Board of Directors on matters of specific interest to the development and running of the Association. Task Forces are chaired by a Director and report to the Board of Directors. The details of the creation and operation of Task Forces are further detailed in the Internal Regulations, if any.
- 11.2 Topic Groups can be established to consider specific matters of common interest within the Purpose by the Board of Directors. Topic Groups create collaborations between Members.
- 11.3 The Board of Directors can consider and approve mission statements and terms of references issued for each Topic Group.
- 11.4 The operational details of the creation, functioning and dissolution of the Topic Groups are further detailed in the Internal Regulations, if any.

12 ASSOCIATION OFFICE

- 12.1 The Association may establish a secretariat (the “Office”) that operates under the authority of the Secretary-General (see Article 13) and assists the Secretary General with the administration of the daily management of the Association.

The outline of the organisation and administrative tasks of the Office can be further specified in the Internal Regulations.

13 SECRETARY-GENERAL

- 13.1 The Board of Directors can delegate the daily management to a person who is not a member of the Board and who shall carry the title of Secretary-General.

According to article 9:10, §2, of the Code of companies and association, day-to-day management includes both acts and decisions that do not exceed the needs of the association's daily life and acts and decisions that, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the Board of Directors.

The Secretary-General shall, *inter alia*, prepare, coordinate and follow-up the meetings of the Board of Directors and the General Assembly in coordination with the President of the Association. The Secretary-General operates in accordance with the general guidelines he receives from the President and from the Board of Directors of the Association and under the supervision and authority of the Board of Directors.

- 13.2 The duties of the Secretary-General can be further specified at the time of his or her appointment.
- 13.3 The Secretary-General is entitled to decide and act alone for all actions of daily management, except for those that would require the prior consent of the Board of Directors and / or general meeting and / or each other prior approval. The matters that require such prior consent and how evidence of such consent should be given can be set forth in writing by the Board of Directors or at the time of the appointment of the Secretary-General. The Secretary-General is not a member of the Board of Directors but can nevertheless attend the meetings of the Board of Directors, without voting power and will be in charge of the minutes of the meetings.
- 13.4 The mandate of Secretary-General is of an indefinite period and can be terminated at any time by the Board of Directors without motivation of this decision.
- 13.5 In addition to the abovementioned, the Board of Directors can delegate specific decision powers and/or trust specific mandates to a proxy.
- 13.6 The appointment, termination or resignation of the Secretary-General or any proxy-holder will be filed with the competent enterprise court and will be published in the Annexes of the Belgian Official Journal, if required by law.

14 ASSOCIATION PRESIDENT AND VICE-PRESIDENTS - TREASURER

- 14.1 Each year, the General Assembly acknowledges the election of one third of the Vice-Presidents from among the members of the Board of Directors.
- 14.2 The General Assembly can acknowledge the election of a Treasurer from among the members of the Board of Directors. The Treasurer is appointed by the Board of Directors for a renewable period of three years or the length of the Treasurer's remaining term whichever is shorter.
- 14.3 The Vice-Presidents and Treasurer shall continue to act until the new Vice-Presidents or Treasurer takes office.
- 14.4 Every third year, the General Assembly elects, following the suggestion of the Board of Directors, a President for a renewable period of three years. The President shall continue to act until the new President takes office.
- 14.5 The President and the Vice-Presidents are respectively the President and Vice-Presidents of the General Assembly and the President and Vice-Presidents of the Board of Directors. In this task the President is primarily supported by the Vice-Presidents, but may also be supported by other Directors as deemed necessary

- 14.6 The President is in charge of representing the Association and its three fields AI, Data and Robotics vis-à-vis political institutions and other stakeholders at high level and on important occasions and important matters. The President is supported in this task by the Vice-Presidents.
- 14.7 The President is not elected from among the elected Board of Directors.
- 14.8 The President is expected to be a highly respected member of the European AI, Data and Robotics communities, with significant Industry experience, and to hold or have held a senior position within a European based organisation.

15 REPRESENTATION

- 15.1 The Association is validly represented in and outside the court by the President, the Board of Directors as a board, by a Vice-President, by two (2) directors acting jointly, by a proxy-holder, within the limits of his or her proxy, or by the Secretary General, within the limits of the daily management.
- 15.2 Any commitment, contract, investment, bank transfer or payment or any other obligation of the Association that was not foreseen in the annual budget of the Association will require the joint signature of the President or two of the Vice-Presidents at the one hand, and the Secretary-General or the Treasurer at the other hand.

16 ASSOCIATION TREASURER AND AUDITORS

- 16.1 The treasurer is elected pursuant to Article 14.2 and is responsible for:
- revising the annual budget of the Association;
 - revising the financial reports and maintaining the Association's accounts;
 - proposing the financial contribution to be made by Members, if necessary.
- 16.2 If the Association has a legal obligation to appoint an auditor, the auditor will be appointed from the Belgium Institute of Auditors, *l'Institut des Réviseurs d'Entreprises*.

SECTION IV: OTHER CLAUSES

17 ACCOUNTS, BUDGET, AND COST

- 17.1 The financial year of the Association starts on 1 January and ends on 31 December of each year.
- 17.2 During the start-up phase of the Association the financial year will start at the moment when the Association acquires legal personality and will end on 31 December 2021. The first financial contributions by Members are due *pro rata temporis* until 31 December 2021.
- 17.3 At the end of each financial year, on December 31, the annual accounts of that year are closed and the budget for the next financial year is made. The Board of Directors must submit the accounts for the financial year concerned as well as the budget for the next financial year to the annual General Assembly for approval. By separate vote, the General Assembly grants discharge to the directors and, where applicable, to the auditor. Any costs and expenses sustained by the Secretary-General and the Office in the performance

of their duties will be borne by the Association.

- 17.4 Travel, subsistence and accommodation costs of Directors and Members (or their employees) in the performance of their activities for the Association may be reimbursed by the Association as determined from time to time by the Board of Directors. The rates and allowances of such reimbursement shall not exceed the rates and allowances paid at the time to experts engaged by the European Commission.
- 17.5 The Board of Directors may resolve from time to time to make payments to Members (or their employees) for Association work where such work involves an unusually high commitment of time to the Association. Such payments shall be made at rates less than or equal to the rates paid at the time to Experts engaged by the European Commission.

18 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- 18.1 On a proposal from the Board of Directors, the General Assembly may change the Articles of Association.
- 18.2 The General Assembly, shall decide on the amendments of the articles of association and shall be validly constituted when at least two thirds (2/3rd) of its Members with voting rights are present or represented. The resolutions shall be made with a majority of least two thirds (2/3rd) of the votes of the Members present or represented. However, when the amendment concerns the Purpose, a decision of amendment can only be taken with a majority of four fifths (4/5th) of the votes of the Members with voting rights present or represented.
- 18.3 If, however, the abovementioned quorum shall not be present or represented at the meeting of the General Assembly deciding on the amendment of the articles of association, a second meeting can be convened with the same agenda. The meeting will take place within a period of not less than 15 (15) days after the date of the first meeting. This meeting will be validly composed regardless of the number of Members present or represented. The required majorities mentioned above remain applicable.
- 18.4 Amendments to the articles of association shall become effective only after their approval by the General Assembly.

19 DISSOLUTION AND LIQUIDATION

- 19.1 Dissolution may only be decided by the General Assembly in accordance with articles 2:109 et seq. of the Code of companies and associations. The General Assembly, shall decide on the dissolution of the Association (*i.a.* deciding on the method, designating the liquidators and determining their powers and fees) and shall be validly constituted when at least two thirds (2/3rd) of its Members with voting rights are present or represented. The resolutions shall be made with a majority of four fifth (4/5th) of the votes of the Members present or represented.
- 19.2 If, however, the abovementioned quorum shall not be present or represented at the meeting of the General Assembly deciding on the proposals mentioned in article 14.1, a second meeting can be convened with the same agenda. The meeting will take place within a period of not less than fifteen (15) days after the date of the first meeting. This meeting will be validly composed regardless of the number of Members present or represented. The required majorities mentioned above remain applicable.

19.3 From the date of the dissolution decision, the Association shall indicate on all documents and documents that it is "in liquidation", in accordance with article 2:115 of the Code of companies and associations. The decision to dissolve shall also appoint one or more liquidators.

19.4 Upon dissolution of the Association, and after payment of all indebtedness and obligations of any kind, the funds, investments and other assets of the Association, the liquidators shall distribute the net assets of the Association, if any, to one or more European non-profit organisations, association or foundation with similar or closely related objectives to that of the Association. Said organisation, association or foundation will be identified by the General Assembly after its decision to dissolve and liquidate the Association.

This allocation may be made by any means and according to the method that the General Assembly or the liquidator(s) deem most appropriate.

19.5 All decisions regarding the dissolution, the liquidation conditions, the appointment and resignation of liquidator(s), the closing of the liquidation and the disposition of the assets will be filed with the competent enterprise court and will be published in the Annexes to the Belgian Official Journal in accordance with the provisions of articles 2:7, 2:13 and 2:136 of the Code of companies and associations and the relevant implementing decrees.

20 INTERNAL REGULATIONS

20.1 Internal regulations may be determined by the Board of Directors. A resolution of the Board of Directors is required for the approval of the internal regulations as well as for amendments thereto. At least two thirds (2/3rd) of the directors need to be present or represented and a decision will be taken by majority of the present or represented directors. These Articles of Association will always refer to the last version of the Internal Regulations, if any.

20.2 In case of discrepancies between the Internal Regulations and these articles of association, the latter shall prevail.

21 MISCELLANEOUS

21.1 The official working language of the Association is English.

21.2 The French version of these Statutes is the official version.

21.3 For all matters not governed by these articles of associations, the Belgian Code of companies and associations shall apply.

21.4 These articles of association are construed and should be interpreted in accordance with Belgian law and all disputes arising under or in connection with these articles of association shall be resolved exclusively by the courts in Brussels.

II