

euRobotics

International Non-profit Association (AISBL)

Boulevard Auguste Reyers 80

1030 Schaerbeek

Belgium

Crossroads Bank for Enterprises n° 0500.891.964

(the “Association”)

ARTICLES OF ASSOCIATION OF EUROBOTICS AISBL

Version May 2022

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 an international non-profit association, AISBL (*Association Internationale Sans But Lucratif*), and is governed by the provisions of the Belgian Code of companies and associations.

1.2 The AISBL is named ‘EUROBOTICS’ (hereafter ‘the Association’).

1.3 The registered office of the Association is located in the Brussels-Capital Region. The Board of Directors is authorized to move the registered office of the Association within Belgium insofar as such move does not require a change in the language of the articles of association in accordance with the applicable language legislation. Such a decision of the Board of Directors does not require a change of the articles of association of the Association, unless if the registered office is moved to another Region. In the latter case, the Board of Directors is authorized to decide on the change of the articles of association. If, as a result of the transfer of the registered office, the language of the articles of association must be changed, only the general meeting of members can take this decision in compliance with the requirements for an amendment of the articles of association.

1.4 For the purposes of communication with its Members, the Association will use the following e-mail address: membership@eu-robotics.net.

2. DURATION

The Association is incorporated for an indefinite duration. The Association was granted legal personality at the date of the Royal Decree recognising the incorporation.

3. NON-PROFIT PURPOSE (“*BUT DÉsINTÉRESSÉ*”) AND ACTIVITIES

3.1 The non-profit purpose of the Association (hereafter the “Purpose”) is to boost European robotics research, development and innovation and to foster a positive perception of robotics. It aims at:

- (a) strengthening competitiveness and ensuring industrial leadership of manufacturers, providers and end users of robotics technology-based systems and services;
- (b) the widest and best uptake of robotics technologies and services for professional and private use;
- (c) the excellence of the science base of European robotics.

3.2 To reach its Purpose, the Association shall have the following activities, that constitute its object:

3.2.1. it shall engage in:

- (a) collaborating with the European Union and others to establish or directly or indirectly engage in public-private partnerships;
- (b) developing strategic goals of European robotics and fostering their implementation;
- (c) improving industrial competitiveness of Europe through innovative robotics technologies;
- (d) positioning robotic products and services as key enablers for solving Europe’s societal challenges;
- (e) strengthening networking activities of the European robotics community;
- (f) promoting European robotics;
- (g) reaching out to existing and new users and markets;
- (h) contributing to policy development, education and technology transfer in the widest possible sense and addressing ethical, legal and societal (ELS) issues;
- (i) collaborating or entering into other collaboration or partnership agreements (including public-private partnerships, with exclusive or non-exclusive partners, European or non-European (as defined in Article 22), in order to further promote, expand or develop (innovative) robotics.

3.2.2. it shall carry out acts and take steps and commit to all activities that are deemed appropriate or useful in view of achieving its Purpose.

The Association shall in particular collaborate with the European Union and other public or private entities to develop and implement a strategy and a roadmap for research, technological development and innovation in robotics.

3.3 Any application to the Belgian authorities for an alteration or expansion of the Purpose and the activities that constitute the Association’s object shall require the formal approval of the General Assembly.

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

4. ETHICAL CONDUCT

4.1 Each Member of the Association is committed to integrity and to respect the confidentiality of the Associations' internal documents and information.

4.2 Each Member shall maintain and enforce adherence to lawful business practice and shall act in good faith and transparently with respect to other Members.

4.3 The Association and its Members shall operate in full compliance with European Competition Law.

SECTION II. MEMBERSHIP

5. CATEGORIES AND CONDITIONS OF MEMBERSHIP

5.1 General provisions

5.1.1 There are two types of Membership: with and without voting rights.

5.1.2 Members with voting rights are Industry Members (as defined in Article 5.3) and Research Members (as defined in Article 5.4).

5.1.3 Members without voting rights are Associate Members (as defined in Article 5.5).

5.1.4 Members shall be legal entities that can be formally represented by a duly empowered natural person. Members with voting rights shall be established in European countries as defined in Article 22.3. Members without voting rights do not have to be established in European countries as defined in Article 22.3. Membership shall not be possible for natural persons.

5.1.5 Members may be holding companies or larger entities which operate in the robotics field through their affiliates, departments or groups as defined in Articles 5.3 and 5.4, respectively. An affiliate, department or group may represent its holding company or larger entity in all matters regarding Membership, provided that in practice the Members will have to be represented by a duly empowered natural person. Such representation by (a representative of) an affiliate, department or group shall be announced in writing to the Secretary-General. If such affiliate, department or group wants to exercise independent voting rights such entity has to apply as an affiliated or independent Member. The financial contribution for such entity will be determined in the same way as for all other Members with voting rights.

5.1.6 Members with voting rights must pay a financial contribution as determined in Article 8.

5.2 Rights and obligations of Members

5.2.1 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 10.2.5;

- (d) being excluded from Membership only after having been able to present in person their defence before the General Assembly;
- (e) resigning from the Association after having notified this decision to the Secretary-General (see Article 14) 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) being elected to the Board of Directors.

5.2.2 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) 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.

5.2.3 Membership includes the following obligations, but is not limited to:

- (a) notifying the Secretary-General of any changes regarding the status of Membership, in particular the Membership criteria as defined in this Article 5 and matters affecting any Membership fees due (such as its annual turnover), changes regarding the change of the main contact person known to the Association, changes to general administrative information (such as bank details, billing address, etc.);
- (b) operating in accordance with the law of their country of origin;
- (c) paying the Financial Contribution, as detailed in Article 8.

5.3 Industry Members

5.3.1 Industry Membership is open to industrial and commercial companies active in the field of robotics technologies and robotics manufacturing in general or using or applying robotics technologies or providing services to the robotics industry (hereinafter referred to as 'Industry Members').

5.3.2 There are two subcategories of Industry Member:

- (a) Companies belonging to the robotics industry, which have research, design, development and / or manufacturing facilities for robots – 'Robot Manufacturers'.
- (b) Companies or organisations that have an established partnership with the robotics industry, either as a component supplier, system integrator, end user, trade association or as a supporter of robotics businesses and robotics-related activities by providing services or financing – 'Partner Companies'.

5.4 Research Members

5.4.1 Research Membership is open to Research Technology Organisations ('RTOs') and Higher Education Establishments ('HES') active in the field of robotics technologies and robotics manufacturing research and education in general (hereinafter referred to as 'Research Members').

5.4.2 There are two subcategories of Research Member:

- (a) RTO Members are entities such as research institutes and departments and laboratories thereof which emphasise in particular applying basic research results to bridge the gap between fundamental 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 and university departments and laboratories or research groups of universities engaging in research in the field of robotics technologies and robotics manufacturing in general. They emphasise in particular generating knowledge through basic research and educating future robotics scientists and engineers.

5.5 Associate Members

5.5.1 Associate Membership is open to trade unions, non-governmental organisations, regional clusters and other stakeholders not falling in the Member categories defined in 5.3 and 5.4 but with an interest in researching, designing, developing, manufacturing, disseminating, transferring, using and / or applying robotics technology or interested in supporting robotics businesses and robotics-related activities by providing services (hereinafter referred to as 'Associate Members').

5.5.2. Candidates for Industry Membership and candidates for Research Membership who are provisionally admitted in conformity with article 6.6, will also and provisionally be considered to be Associate Members, until they are formally admitted as Industry Member or Research Member.

6. APPLICATION FOR MEMBERSHIP

6.1 Applications for Membership shall be addressed in writing to the Association's Secretary-General who will communicate the application to the Board of Directors.

6.2 Every application for Membership implies complete adherence to the Articles of Association of the Association, to all its rules and Bylaws and to all decisions of its governing bodies and an undertaking to actively participate in activities.

6.3 The Secretary-General of the Association shall be entitled to request additional information from an applicant.

6.4 Membership is granted by the General Assembly upon the proposal of the Board of Directors.

6.5 The Board of Directors keeps a register of the Members at the registered 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 as fast as reasonably possible after the acknowledgement of the decision.

6.6 Candidate Members may be admitted provisionally by a resolution of the Board of Directors. Such provisional admission shall be subject to formal confirmation at the following meeting of the General Assembly. Until the formal confirmation by the General Assembly, these candidates will be considered to be Members without voting rights, and will only have the rights as set out in Article 5.2.2. For the avoidance of doubt, Article 5.2.3 will be applicable to such Members. If the candidates are not formally admitted at the following meeting of the General Assembly, they will automatically lose this provisionally granted capacity of Member without voting rights as well.

7. TERMINATION OF MEMBERSHIP

7.1 Membership can be terminated by resignation, by exclusion of the Member and by the liquidation of the Member.

7.2 Any Member, which ceases to possess the qualification required under Article 5, shall ipso facto cease to be a Member of the Association.

7.3 Resignation from membership must be notified by registered letter three months before the end of the calendar year, sent to the address of the registered office of the Association, to the attendance of the Secretary-General; otherwise the full financial contribution for the following financial year shall be due. During the notice period the rights and obligations attached to being a Member and the obligation to the financial contribution (see Article 8) remain unchanged.

7.4 The Board of Directors may terminate the Membership of any Member with immediate effect:

- (a) in case of default of payment of the financial contribution;
- (b) for contravention of the laws, Articles of Association, the Bylaws, or a resolution of the General Assembly;
- (c) for acting in a manner gravely injurious to the reputation of the Association or the interests of the Members.

The Member whose exclusion has been requested shall be allowed to present its defence in person before the Board of Directors and the General Assembly. The exclusion of a Member may be decided by a simple majority in the General Assembly.

7.5 Any cessation of activity of a Member within the area defined in Article 22.3 shall automatically terminate its Membership at the end of the month in the course of which such event occurred, notwithstanding the obligation to pay the Financial contribution as detailed in Article 8.

7.6 The Member who sees its Membership terminated by resignation, exclusion, liquidation or cessation of activity (as described in Article 7.5) has no right whatsoever to the assets of the Association or to the Financial Contribution and other contributions already paid. Any Member shall be deemed to have resigned if it has not paid its annual Financial Contribution in full and, after notice from the Secretary-General, remains in default of its obligations. If such resignation becomes effective during the first nine months of the calendar year, the Association shall be entitled to claim payment of the entire annual financial contribution. If the resignation becomes

effective during the last quarter of the year, the Association shall be entitled to claim payment of financial contributions due up to the date at which the resignation becomes effective, and a sum equal to the Financial Contribution, as defined in Article 8, due for the following calendar year.

8. FINANCIAL CONTRIBUTION

8.1 In order to pursue the Purpose and to carry out the activities of the Association as described in Article 3 the Members will be required to pay an annual financial contribution, which is the “Financial Contribution” or the “Membership fee”.

8.2 The amount of the Membership fee as well as the payment terms thereof are decided annually by the General Assembly upon proposal from the Board of Directors. The detailed calculation methods are established in the Bylaws.

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

8.4 The requirement of a Member to pay the Financial Contribution will not stop to exist in case of a change of its organizational structure (including but not limited to a take-over, merger, change of name, shift of activity area, change of administration, insolvency, change of control, change of legal representative, change of main contact person, etc.).

In case a Member will undergo such change of its organizational structure, and insofar such change will impact the (entity making the) payment of the Financial Contribution (on behalf of the Member), that Member will notify the Association in advance with the name, capacity and financial details of the entity that would take over the obligation to pay the Financial Contribution of such Member, until the Member has validly terminated its membership in accordance with Article 7. For the avoidance of doubt, in case a Member would undergo a change of organizational structure and the membership would be terminated, the procedure of Article 7.6 will remain applicable.

SECTION III. ORGANISATION OF THE ASSOCIATION

9. ORGANISATION STRUCTURE

9.1 The Association is composed by the following bodies:

(a) the General Assembly (see Article 10)

(b) the Board of Directors (see Article 11)

9.2 The Association also employs or subcontracts a Secretary-General (see Article 14) who ensures the operational implementation of the decisions taken by the managing bodies and who is in charge of the Association’s day-to-day operations. This Secretary-General may be assisted by an Office (see Article 13).

9.3 The Association may create working groups within the Purpose of the Association in various forms. They are established under the authority of the Board of Directors. Topic Groups are a special form of working groups defined in Article 12. Each Member is expected to contribute actively to at least one Topic Group. Other forms of working groups such as interest groups, task forces and committees may be defined and further detailed in the Bylaws.

10. GENERAL ASSEMBLY

10.1 Composition

The General Assembly is composed of all Members with voting rights. Members without voting rights may participate as observers (see Article 5.2.2).

10.2 Organisation of the General Assembly

10.2.1 The General Assembly of the Association shall be convened by its President (see Article 15) or named substitute (see Article 10.5) and shall meet at least once a year at the place and on the date fixed by him or her after deliberation with the Board of Directors. A convening notice with an agenda, in the form of a letter or electronic mail, shall be sent at least four weeks before the date fixed for the meeting. The venue of the General Assembly shall be indicated in the convening notice and can be anywhere in the European countries defined in Article 22.3. Further details on the organisation of the meetings of the General Assembly will be detailed in the Bylaws.

10.2.2 The Board of Directors can offer Members the possibility of participating in the General Assembly remotely by means of an electronic means of communication, such as teleconference or videoconference, provided by the Association. In view of conditions regarding presence and quorum for these meetings, Members who participate in the General Assembly in this way are deemed to be present at the place where the General Assembly is held.

10.2.3 For the application of paragraph 10.2.2, the Association must be able to verify the capacity and identity of the Member by means of the electronic means of communication used. Additional conditions may be imposed on the use of the electronic means of communication, with the sole objective of ensuring the security of the electronic means of communication. For the purposes of paragraph 10.2.2, the electronic means of communication must, without prejudice to any limitation imposed by or under the law, at least enable the Members 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 shall also enable the Members to participate in the deliberations and ask questions, except if the Board of Directors does motivate in the invitation why the association does not have such means of communication available.

The convening notice of the General Assembly shall include a clear and precise description of the procedures relating to remote participation. If the Association has website as referred to in Article 2:31 of the Belgian Code on Companies and Associations, those procedures shall be made accessible on the Association's website to those who are entitled to participate in the General Assembly. The minutes of the General Assembly shall mention any technical problems or incidents that have prevented or disrupted the participation in the General Assembly or the voting by electronic means. The members of the Bureau of the General Assembly are not allowed to not participate in the General Assembly electronically.

10.2.4 Members can vote remotely by electronic means before the General Assembly by casting their votes in writing (including via email) directed to the President, at least one week before the General Assembly.

10.2.5 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.

10.2.6 An extraordinary General Assembly shall be convened whenever the Board of Directors judges it necessary or when at least one third of the Members or the majority of one Member subcategory according to Articles 5.3.2 or 5.4.2 inform both the President and the Secretary-General that they would like to organise an extraordinary General Assembly.

10.2.7 Each Member with voting rights is represented at the General Assembly by one delegate with full powers. Each Member with voting rights has one vote. Members with voting rights are entitled to exercise their voting rights by proxy or transfer of voting rights to another Member as defined in the Bylaws.

Each Member shall have the right, by ordinary mail or by any other means of written communication (including email), a copy of which shall always be transmitted to the Secretary General by similar means, to give a proxy to another Member of the same category of Members or to a third party in the event that the General Assembly must adopt, in the presence of a notary, amendments to these Articles of Association that must be recorded in an authenticated deed, provided that such amendments have been previously approved by the General Assembly in accordance with the quorum of attendance and the majority of votes provided for in Article 10.4.2, b) of these Articles of Association. In this case, each Member or third party may hold an unlimited number of proxies.

10.2.8 Voting in the General Assembly is subject to a weighted voting system to reach a balanced representation of Industry Members and Research Members:

- (a) The votes of the Industry Members present or represented constitute 50% of all votes at the General Assembly.
- (b) The votes of the Research Members present or represented constitute 50% of all votes at the General Assembly.
- (c) The weights within the Member categories Industry and Research, that means the weights between the subcategories defined by Article 5.3.2 and Article 5.4.2, can be further defined in the Bylaws.

The President (see Article 15) has a casting vote in case of equality of votes.

10.3 Competence

10.3.1 The General Assembly is the ultimate decisional body of the 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.

10.3.2 The General Assembly shall have exclusive competences which cannot be delegated on the following matters:

- (a) admitting and excluding Members;
- (b) amending the Articles of Association of the Association subject to the specification in Article 3.6 and subject to modifications of the registered office;
- (c) electing and dismissing the members of the Board of Directors;
- (d) approving the designation of the President upon proposal of the Board of Directors;
- (e) appointing and dismissing the Auditor(s), if any, upon proposal of the Board of

Directors;

- (f) discharging the President, members of the Board of Directors and the Auditor(s), if any, from liability for the exercise of their mandate;
- (g) receiving and approving reports on the activities in the past year from the Board of Directors;
- (h) approving the main policy lines to be followed by the Association on the basis of recommendations of the Board of Directors;
- (i) approving proposals for resolutions and plans of activities proposed by the Board of Directors;
- (j) approving the annual financial reports and the budget proposed by the Board of Directors;
- (k) adopting internal rules for the calculation of the Members' financial contributions and the payment terms thereof, upon proposal of the Board of Directors;
- (l) the dissolution and liquidation of the Association;
- (m) the Association's membership of any other international body or its withdrawal from any such body.

10.4 Quorum and Adoption of Resolutions

10.4.1 Except for the mandatory attendance quorum required by law, a General Assembly is always competent to pass resolutions.

10.4.2 The General Assembly shall strive to adopt its resolutions by consensus. If a vote proves necessary, the resolution shall be adopted if it receives a:

- (a) simple majority of votes (as specified in Article 10.2.7) of the Members with voting rights present or represented in the case of regular resolutions;
- (b) two-third majority of votes (as specified in Article 10.2.7) of the Members with voting rights present or represented in the case of an amendment of the Articles of Association (according to Article 10.3.2 (b)) or dissolution and liquidation resolutions (according to Article 10.3.2 (l)).

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

10.4.3 The General Assembly resolves only on the points in the agenda.

10.5 Chairperson of the General Assembly

At all meetings of the General Assembly, the President (see Article 15) acts as a chairperson. In his absence the meeting is chaired by one of the two Vice-Presidents or, in case they are unavailable, by the eldest member of the Board of Directors.

10.6 Minutes

10.6.1 The minutes of the General Assembly are established by the Secretary-General and are signed by the Chairperson and one Member with voting rights participating at the meeting and shall be circulated to all Members within one month.

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

10.7 Consent in lieu of a Meeting

Any resolution of the General Assembly may be adopted without holding a meeting by means of a written consent of Members with voting rights. The form of the written consent in lieu of a meeting is detailed in the Bylaws.

11. BOARD OF DIRECTORS (“*ORGANE D’ADMINISTRATION*”)

11.1 Composition and designation

11.1.1 The Association is managed by the Board of Directors whose members are individuals belonging to the category of Members with voting rights and are elected by the General Assembly.

The minimum number of Directors on the Board of Directors is six. The number of Directors shall not be higher than twenty four, or the number of Members of the Association less one, whichever is least.

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

- (a) Member subcategories according to Article 5.3.2 (Robot Manufacturers and Partner Companies) with particular attention to the representation of
 - Small and Medium-sized Enterprises (SMEs);
 - end users;
- (b) Member subcategories according to Article 5.4.2 (RTOs and HES);
- (c) a balance between Industry Members and Research Members where the number of Research Members on the Board of Directors shall equal the number of Industry Members.

If the total number of Directors, due to resignation, death or dismissal by the General Assembly, falls under the minimum of six members, or if a Member subcategory according to Articles 5.3.2 or 5.4.2 has inadequate representation, the remaining Directors shall call a General Assembly in order to secure the requested appointment(s). The Board of Directors may decide to replace the missing Director temporarily (by co-optation) 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, until a newly elected Director can take office.

11.1.2 The Board shall nominate the following candidates, who shall be proposed to the General Assembly for approval:

- (a) a Chairperson of the Board of Directors and of the General Assembly, who will be called the 'EUROBOTICS President';
- (b) two Vice-Presidents of the Association;
- (c) a Treasurer of the Association.

The Vice-Presidents and the Treasurer are elected from among the groups of members of the Board of Directors on a collegial basis. The Vice-President for Industry is elected by the Industry Members of the Board of Directors from among the Industry Members of the Board of Directors. The Vice-President for Research is elected by the Research (RTO and HES) Members of the Board of Directors from among the Research Members of the Board of Directors. The President is not elected from among the elected Board of Directors, but he/she has to be affiliated with an Industry Member of the Association.

11.1.3 Further persons can be invited to the Board of Directors in an advisory capacity. These persons will however not have any voting rights.

11.1.4 One third of the Board of Directors is elected each year by the General Assembly for a renewable period of three years on a first-in-first-out basis.

The Directors shall continue to act until re-election or until new Directors take office. When, in the course of his or her 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 shall consider 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. Subject to the conditions specified in the present Article 11, further details on the Board of Directors are specified in the Bylaws.

11.1.5 Except by lawful resignation resulting from the application of the Articles of Association, the resignation of a Director must be notified by registered letter with acknowledgement of receipt to the President. The resignation is deemed to be effective at the date of the registered receipt. The dismissal of a Director in case of serious offence shall be decided by the General Assembly.

11.2 Competence

11.2.1 The Board of Directors follows the resolutions, instructions and recommendations adopted by the General Assembly.

11.2.2 The Board of Directors implements the policies and the plans of activities adopted by the General Assembly.

11.2.3 The Board of Directors shall have exclusive competence on 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 topical working groups (hereinafter referred to as 'Topic Groups', see Article 12), and discussions with the public side according to Article 3.4;
- (b) setting up and dissolving Topic Groups;
- (c) determining requirements for the establishment of Topic Groups;

- (d) drafting, approving and amending Bylaws;
- (e) employing and dismissing the Secretary-General of the Association (see Article 14);
- (f) appointing an organisation to run the Associations' Office (see Article 13);
- (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, as stipulated in Article 11.1.3;
- (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 of the Association in accordance with Article 19;
- (n) representing the Association at external events, promoting the Associations' visibility, public relation work and identity.

11.2.4 The Board of Directors shall meet according to rules defined in the Bylaws. The calling notice shall be notified by surface mail or email.

11.2.5 Except for resolutions requiring a certified document, meetings of the Board of Directors may be held virtually, without the members physically attending the meeting in the same place, by conference call or video conference or by any other relevant communication means, according to practical procedures defined in the Bylaws.

11.3 Resolutions of the Board of Directors and Bylaws

11.3.1 The Board of Directors shall strive to reach its decisions by consensus. If a vote proves necessary, voting is subject to the same weighted voting system as specified in Article 10.2.4 to reach a balanced representation of Industry Members and Research Members in the Board of Directors. Resolutions of the Board of Directors are adopted by the simple majority of the votes of the Directors present or represented. In the event of a tie, the President has a casting vote. The Board of Directors can only act if at least one third of the Industry Directors and one third of the Research Directors are present or represented.

11.3.2 Resolutions of the Board of Directors shall be distributed to all members of the Board of Directors within two weeks. They shall be electronically archived and be accessible to all Members of the Association via the website of the Association.

11.3.3 Bylaws can be drafted and they shall be adopted by a two-thirds majority of members of the Board of Directors present or represented (see Article 21). Changes to the Bylaws will be announced to all Members together with a list of differences with respect to the previously

valid version.

11.3.4 Any resolution of the Board of Directors may be adopted without holding a meeting by means of a written consent of the Directors in accordance with the quorum set forth in Article 11.3.1. The form of the written consent in lieu of a meeting is detailed in the Bylaws.

11.3.5 In case a Director cannot attend the meeting, such Director may designate (i) another Director (preferably from the same category of Membership), or (ii) another representative of the Member that the Director concerned represents, or (iii) the President or (iv) the Secretary-General (each of them a **"Proxy Holder"**), who should be well-briefed in advance. The Proxy Holder shall be given written proxy (including via email) for the meeting of the Board of Directors and shall have full authority to represent, vote and act for such Director in all matters on the agenda, provided that one (1) Director may represent more than one other Directors. The proxies will be attached to the meeting minutes of the Board of Directors.

12. TOPIC GROUPS

12.1 Topic Groups can be established to consider specific matters of common interest within the Purpose of the Association under the authority of the Board of Directors.

12.2 Topic Groups of particular interest for the Association are:

- (a) Sector groups such as: industrial robotics, professional service robotics, domestic service robotics, security robotics, space robotics, medical and health care robotics, agricultural robotics;
- (b) Groups covering the supply chain such as: component suppliers, system integrators, service providers;
- (c) End user groups covering existing and new markets for robotic systems;
- (d) Technology-related groups as identified in strategic documents and roadmaps;
- (e) Non-technology-related groups such as groups having a particular, direct or indirect, interest for the Purpose of the Association such as an educational or environmental sustainability group.

12.3 The Board of Directors shall consider and approve mission statements and terms of references issued for each Topic Group.

12.4 The operational details of the functioning of the Topic Groups are further detailed in the Bylaws.

13. EUROBOTICS OFFICE

The EUROBOTICS Office operates under the authority of the Secretary-General (see Article 14) and assists the latter with the daily management of the Association as described in the Bylaws.

14. EUROBOTICS SECRETARY-GENERAL

14.1 The Secretary-General of the Association discharges his/her duties in accordance with the Articles of Association and the Bylaws.

14.2 The Secretary-General is responsible for the day-to-day administrative management of the Association. He/she 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. These general guidelines are defined in the By-laws.

14.3 The Secretary-General is appointed and dismissed by the Board of Directors.

14.4 The duties of the Secretary-General and the outline of the organisation of the Office are specified in the Bylaws.

15. EUROBOTICS PRESIDENT AND VICE-PRESIDENTS

15.1 Each year, the General Assembly elects, following the suggestion of the Board of Directors, one of the following positions in turn: the Vice-President (Industry), the Vice-President (Academia) and the Treasurer. The Vice-Presidents and Treasurer shall continue to act until the new Vice-President or Treasurer takes office.

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.

15.2 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.

15.3 The President is in charge of representing the Association vis-à-vis political institutions and other stakeholders at high level and on important occasions and important matters.

15.4 The President is expected to be a highly respected member of the European robotics community with an affiliation to an Industry Member. He/she is preferably a member of the board of directors of a major European robotics business.

16. EUROBOTICS TREASURER AND AUDITORS

16.1 The Treasurer is elected pursuant to Article 11.1.2 above and is responsible for:

- (a) revising the annual budget of the Association;
- (b) revising the financial reports and maintaining the Association's accounts;
- (c) proposing the financial contribution, if necessary.

16.2 The Auditors are either appointed/dismissed pursuant to Article 10.3.2 among Members with voting rights or, if necessary, appointed from the Belgium Institute of Auditors, *l'Institut des Réviseurs d'Entreprises*.

SECTION IV. OTHER CLAUSES

17. REPRESENTATION

17.1 For all acts binding the Association as approved by the Board of Directors, other than

those of day-to-day business as described in the Bylaws, the Association can be validly represented towards third parties either by one member of the Board of Directors or by the Secretary-General. For all acts of day-to-day business, the Association is validly represented by the Secretary-General.

17.2 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 both Vice-Presidents, and the Secretary-General or the Treasurer.

17.3 All legal proceedings, whether as plaintiff or as defendant, are conducted, in the name of the Association, by the Board of Directors represented by its President, or by its Vice-Presidents or by the Secretary-General or by any other person appointed for this purpose by the Board of Directors.

17.4 Details regarding the authorities with financial limits delegated to the Board of Directors, members of the Board of Directors, the Secretary-General, the President and Vice-Presidents are constituted in the Bylaws.

18. ACCOUNTS, BUDGET, AND COST

18.1 The financial year of the Association starts on 1 January and ends on 31 December of each year.

18.2 The Board of Directors shall submit for approval by the Annual General Assembly accounts for the past financial year and a budget for the next year.

18.3 Any costs and expenses sustained by the Secretary-General and the EUROBOTICS Office in the performance of their duties will be borne by the Association.

18.4 Travel, subsistence and accommodation costs of 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.

18.5 The Board 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.

19. CHANGES TO THESE ARTICLES OF ASSOCIATION

19.1 Subject to the provisions of Article 10.4.2, on a proposal from the Board of Directors, the General Assembly may vary the Articles of Association of the Association.

19.2 The Board must bring any proposals for the variation of the Articles of Association to the attention of the Members of the Association at least four weeks prior to the date of the General Assembly that will deliberate thereon. For the avoidance of doubt, the requirement of a deliberation means that Article 10.7.1 (relating the procedure of a written consent in lieu of a meeting of the General Assembly) does not apply in the case of a modification of the Articles of Association, which is in accordance with article 10:6/1 of the Code on Companies and Associations.

20. DISSOLUTION

20.1 In case of dissolution of the Association, the General Assembly establishes the method, designates the liquidators and determines their powers and fees.

20.2 The liquidators shall distribute the net assets of the Association, if any, to a European non-profit organisation with a similar or closely related disinterested purpose to that of the Association.

20.3 No Member of the Association shall be held liable for any remaining debts and liabilities of the Association after the dissolution procedure. The President and the Directors of the Association are not liable if they have acted within their powers. Should the President and/or the Directors have exceeded their powers or neglected their obligations they may be held personally liable.

21. BYLAWS

21.1 The Board of Directors shall adopt the Bylaws, which implement and specify the provisions of these Articles of Association and also regulate the daily activities of the Association.

20.2 In case of discrepancies between the Bylaws and these Articles of Association, the latter shall prevail.

22. LANGUAGE - DEFINITIONS

22.1 The official working language of the Association is English.

22.2 The French version of these Articles of Association is the official version.

22.3 For the purpose of these Articles of Association, reference to “Europe” or “European countries” refers to:

- (a) the EU member states;
- (b) associated countries with science and technology cooperation agreements that involved contributing to the framework programme budget;
- (c) the UK and Switzerland; and
- (d) any other country (including countries outside the European continent) as agreed upon by the Board of Directors.

For the avoidance of doubt, an actual list of the European countries concerned is provided in the Bylaws.

Any reference to “European robotics” will be interpreted accordingly.

23. APPLICABLE LAW

23.1 All questions not covered by these Articles of Association or by any regulations made for their application shall be settled in accordance with Belgian law.