

EUROBOTICS

English Translation of final statutes 17/09/2012

« EUROBOTICS AISBL », international non-profit association (AISBL) located at 80 Boulevard A. Reyers. Brussels, Belgium 1030

SECTION I: LEGAL STATUS – NAME – HEAD OFFICE – DURATION – OBJECTIVES – ETHICAL CONDUCT

1. LEGAL STATUS, NAME AND HEAD OFFICE

1.1 The Association is governed by Belgian law on non-profit associations, AISBL (*Association Internationale Sans But Lucratif*, meaning “international non-profit association” and foundations of 27 June 1921, as amended and updated from time to time (e.g. Law of 2 May 2002).

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

1.3 The registered office of the Association is located at Diamant Building, Boulevard A. Reyers 80 B, 1030 Brussels, Belgium. By exemption to Article 10.3.2(b) of the present Statutes, the office of the Association can be transferred to any other address in Belgium following a corresponding decision of the Board of Directors (see Article 10). The address change shall be published in the annexes of the *Moniteur Belge* and submitted to the registered file at the competent commercial court within a month from the date of the decision.

2. DURATION

2.1 The Association is incorporated for an indefinite duration. The Association shall be granted legal personality at the date of the Royal Decree recognising the incorporation, in conformity of Article 50 paragraph 1 of the law of 27 June 1921.

3. OBJECTIVES AND ACTIVITIES

3.1 The objectives of the Association (hereafter the ‘Objectives’) are 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 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 Objectives.

3.3 To reach its Objectives, the Association shall engage in

- (a) collaborating with the European Union to establish a Public-Private Partnership, hereinafter defined in Article 3.4;
- (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.

3.4 For sake of clarity, 'Public-Private Partnership' means a partnership as defined by the 'Regulation of the European Parliament and of the Council establishing Horizon 2020 - The Framework Programme for Research and Innovation (2014-2020)' to be adopted and published before the end of year 2013. The Association shall work towards the establishment of an appropriate legal form approved by the European Union for such Public-Private Partnerships within the Horizon 2020 framework. 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 robotics.

3.5 For the purpose of these Statutes, European countries are defined as

- (a) the EU member states and
- (b) associated countries with science and technology cooperation agreements that involved contributing to the framework programme budget.

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

3.6 Any application to the Belgian authorities for an alteration or expansion of objectives and activities of the Association shall require the formal approval of the General Assembly.

3.7 The Association is a non-profit-making organisation.

4. ETHICAL CONDUCT

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

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 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 3.5. Members without voting rights do not have to be established in European countries as defined in Article 3.5. 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. Such representation 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 10.2.2;
- (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;
- (b) operating in accordance with the law of their country of origin.

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’).

5.6 Founding Members

5.6.1 A minimum of two Founding Members is required to establish the Association. They shall be legal entities and fall into either of the two member categories Industry or Research.

5.6.2 Founding Members have the same rights and obligations as all other Members with voting rights.

5.6.3 The legal entities which agreed to join the Association as founding Members are listed in Annex I.

6. APPLICATION FOR MEMBERSHIP

6.1 Applications for Membership shall be addressed in writing to the Association’s Secretary-General.

6.2 Every application for Membership implies complete adherence to the Statutes 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 New Members may however be admitted provisionally by a resolution of the Board of Directors

according to Article 10.4.1. Such provisional admission shall be subject to formal confirmation at the following meeting of the General Assembly.

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 to the Secretary-General by registered letter three months before the end of the financial year; 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:

- (a) in case of default of payment of the financial contribution;
- (b) for contravention of the Statutes, 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 3.5 shall automatically terminate its Membership at the end of the month in the course of which such event occurred.

7.6 The Member who sees its Membership terminated by resignation, exclusion or liquidation 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 financial 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 due for the following financial year.

8. FINANCIAL CONTRIBUTION

8.1 In order to pursue the Objectives 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 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.

SECTION III: ORGANISATION OF THE ASSOCIATION

9. ORGANISATION STRUCTURE

9.1 The Association's management is ensured 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 'Objectives' 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 3.5. Further details on the organisation of the meetings of the General Assembly will be detailed in the Bylaws.

10.2.2 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.

10.2.3 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.

10.2.4 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 Statutes 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 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 10.2.4) 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 10.2.4) of the Members with voting rights present or represented in the case of an amendment of the Statutes (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.

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 circu-

lated 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

10.7.1 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

11.1 Composition and designation

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

The minimum number of Directors on the Board of Directors is three. The number of Directors shall not be higher than the number of Members of the Association less one.

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, but shall in no case be higher than 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 three 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 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:

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

The Vice-Presidents and the Treasurer are elected from among the members of the Board of Directors on a collegial basis. The Vice-President for Industry is elected by the industrial 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 does not need to be a member of the 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 The Board of Directors is elected by the General Assembly for a renewable period of two years. 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 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 Statutes, 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 (without possibility of delegation) 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 Director, 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 Statutes of the Association in accordance with Article 17;
- (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.

12. TOPIC GROUPS

12.1 Topic Groups can be established to consider specific matters of common interest within the 'Objectives' 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.

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 executes 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 Statutes 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 of the Association and under the supervision and authority of the Board of Directors. These general guidelines are defined in the Bylaws.

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 EUROBOTICS Office are specified in the Bylaws.

15. EUROBOTICS PRESIDENT AND VICE-PRESIDENTS

15.1 The General Assembly elects, following the suggestion of the Board of Directors, a President and two Vice-Presidents for a renewable period of two years. The President and Vice-Presidents shall continue to act until the new president and/or vice-presidents take 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 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, are valid only if signed either by one member of the Board of Directors or 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 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, 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 During the start-up phase of the Association the financial year will start at the registering date of the Association and will end on 31 December 2013. Financial contributions are due pro rata temporis until 31 December 2012.

18.3 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.

18.4 Every Member, any of its representatives, any Director, the President and the two Vice-Presidents as well as the Treasurer shall bear all their own costs in connection with the performance of their activities for the benefit of the Association while 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.

19. CHANGES TO THESE STATUTES

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 Statutes of the Association.

19.2 The Board must bring any proposals for the variation of the Statutes to the attention of the Members of the Association at least four weeks prior to the date of the General Assembly that will resolve thereon.

19.3 All modifications of the Statutes are subject to the approval of the Belgian Ministry of Justice. Such modifications will be published in the Annexes of the Moniteur Belge.

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 similar or closely related objectives 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 Statutes and also regulate the daily activities of the Association.

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

22. LANGUAGE

22.1 The official working language of the Association is English.

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

23. APPLICABLE LAW

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

DESIGNATION OF DIRECTORS

The statutes being agreed upon, the present representatives gathered at a General Assembly and decided to nominate the following persons as Directors:

1. Mr **Bernd Liepert** of KUKA AG Germany.
2. Mr **Rainer Bischoff** of KUKA AG Germany.
3. Mr **Herman Bruyninckx** of KUL Leuven Belgium.
4. Mr **Giovanni Barontini** of Finmeccanica Italy.
5. Mr **Christophe Leroux** of CEA France.

Their mandates will be carried out unpaid.

The present representatives mandate SPRL CORPOCONSULT, located at 16 rue Fernand Bernier, Brussels 1060, with full authority in the name and on behalf of EUROBOTICS to undertake all legal formalities for the registration at the *Banque Carrefour des Entreprises*.

FIRST BOARD OF DIRECTORS

The abovementioned Directors met and nominated the following positions:

- As President of the Board of directors, Mr Bernd Liepert of KUKA AG, Germany
- As Vice Presidents of the Board of directors, Mr Rainer Bischoff of KUKA AG Germany and Mr Herman Bruyninckx of KUL Leuven, Belgium
- As Treasurer of the Board of directors, Mr Giovanni Barontini of Finmeccanica, Italy

START OF ACTIVITIES –

The association will begin its activities at the date of signature of the present documents.

The first financial year of the association will begin on the day of registration of the current statutes at the office of the commercial court and will close the 31st December 2013.

DULY ACKNOWLEDGE AND HENCE ACT

Completed and dated below at 80 Boulevard A. Reyers,. Brussels, Belgium 1030.

And after a reading through these documents with time for discussion, the present representatives signed with us, the Notary.