

# **STATUTES OF THE NEW EUROPEAN RESEARCH GROUPING ON FUEL CELLS AND HYDROGEN AISBL – N.ERGHY**

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Whereas,

- The New European Research Grouping for Fuel Cells and Hydrogen (N.ERGHY, further referred to as Association) was formed and founded in 2008 by players of the European research community active in this field. The main objective of the Association is to promote, support and accelerate the deployment of hydrogen and fuel cell technology by aligning the European R&D community and representing it as a whole.
- The establishment of the Association relates to the creation of the European public-private partnership on Fuel Cells and Hydrogen called the Joint Technology Initiative (here and after referred to as FCH JTI) in the period 2008-2013 and its continued operation under Horizon 2020 for the period 2014-2020.
- The Association is a not-for profit organization and shall pursue activities of not-for-profit scientific and strategic nature.

The precedent Statutes were established along with the foundation of the Association and were amended for the first time according to the extension of the FCH JU with reference to Council Regulation (EU) No 559/2014 of 6 May 2014 setting up the Fuel Cells and Hydrogen 2 Joint Undertaking which was published in the Official Journal of the European Union of 6 May 2014 (hereinafter referred to as “FCH JU Regulation”) with the approval of the General Assembly.

Further internal rules for operation and processes within the Association are established. The modification of the Statutes and the accompanying internal rules are subject to adoption by the General Assembly.

## ***NAME, SEAT, PURPOSE AND ACTIVITIES***

### **Article 1 – Name**

(1) An international not-for-profit Association (INPA), (hereinafter referred to as “the Association”) is hereby formed according to and governed by the Belgian law of 27 June 1921.

(2) The name of the Association shall be: “New European Research Grouping on Fuel Cells and Hydrogen” or in short “N.ERGHY”.

## **Article 2 – Seat**

The address of the Association’s seat shall be located at 98, rue du Trône, B-1050 Brussels, Belgium. Without prejudice to the application of the Belgian linguistic legislation, the address of the seat may be changed within Belgium pursuant to a decision of the General Assembly.

The Association may have offices in other countries.

## **Article 3 – Objective and scope of activities**

The objective of the Association is to promote, support and accelerate the research and deployment process of hydrogen and fuel cell (“FCH”) technology in Europe from the point of view of the research community.

The objective includes in particular:

- a) representation and participation in the respective Joint Technology Initiative. This task will be carried out together with The New Energy World Industry Grouping NEW-IG (hereafter referred to as “Industry Grouping”).
- b) scientific representation of the European FCH research community in the European Framework programme, e.g. Horizon 2020.

The Association will pursue its objective inter alia by conducting the following activities in the field of FCH:

- a) providing expertise and advice to stakeholders, e.g. industrial companies, the European Commission and its Member States, local and regional actors about the results and needs of European FCH research;
- b) actively participating as a Partner in the creation and implementation of the Fuel Cells and Hydrogen Joint Undertaking (hereinafter referred as FCH JU) and in its decision process, in particular its highest decision-making organ, or any other working groups by electing from among its Members representatives for such purpose and defining positions of the research community;

- c) reaching a better gathering of the above-mentioned research community by promoting existing research competences, facilities and expertise and maintaining a respective knowledge base for its Members and third parties
- d) formulating joint views on existing and future needs in research infrastructures and programmes; special attention will be drawn to the interrelation and cooperation between break-through and applied research, with the support of national and European programmes;
- e) issuing any other coordinated positions of the research community and representation of the interests of its Members as research organisations and the research community in general towards third parties.

#### **Article 4 – Activity Plan**

The activities of the Association shall be planned, organised and specified on the basis of the outline of the general policy (in the following 'Activity Plan') to be proposed for each year by the Executive Board for decision by the General Assembly no later than the fourth quarter of the previous year, as specified in the internal rules.

### ***MEMBERS***

#### **Article 5 – Membership**

(1) Membership is open to any entity or organisation actively involved in FCH with seat and main administration in a Member State of the European Union, in a State Party to the European Economic Area Agreement (EEA), or in an associated country or Candidate country of the European Union, provided that the following criteria are met:

- a) Non-profit organisation not linked by affiliation or substantial contractual links to industry (including companies represented in the Industry Grouping)

and/or

- b) Public research organisation or university; for the purpose of this provision the term “public” means organisations funded by national or local governments at a rate of at least 33 % of their expenses for the purpose of science, education or research for the public benefit.

Membership is further open to any kind of umbrella organisation of the entities described above, provided it is legally constituted and has legal capacity under its national law.

(2) Each Member shall pay a Membership fee and is entitled to participate in all decision processes of the Association with voting rights. Upon respective decision by the General Assembly, the obligation of each Member shall also include the contribution to the FCH JU as set forth in Article 18 and 19 below.

(3) Members shall comply with the Association’s statutes in their last amended version as well as to all other possible internal rules issued or approved by the Association in relation to the organisation and/or activities of the Association.

## **Article 6 – Admittance of new Members**

(1) An application for Membership shall be sent in writing to the Executive Board at the address of the Association and shall include the points of contact for the applicant towards the Association, an agreement of the applicant to comply with these Statutes and the accompanying internal rules as well as sufficient documentation to prove the fulfilment of the criteria for Membership set forth in Art. 5 of these Statutes.

(2) As a condition for becoming a Member an applicant may be required by the General Assembly to pay an admission fee as a fair and equitable share in expenses incurred by the Association before the start of applicant’s Membership.

(3) After an assessment regarding fulfilment of the criteria for Membership, the Executive Board shall submit the application together with its assessment to the General Assembly for decision. The General Assembly shall decide on the application within 6 months.

(4) The President or Vice-President shall notify the applicant in writing of the decision of the General Assembly. In case of acceptance, the letter shall be sent to the new Member; in case of denial of membership, the applicant will be notified about the

reason for denial and the possibility for reapplication in writing. No appeal can be made against the decision of the General Assembly and there shall be no legal remedy to claim admittance.

(5) The Membership shall start as of date of notification referred to in Article 6, paragraph (4) above.

## **Article 7 – End of Membership**

### **7.1 – General**

The Membership in the Association ends

- a. by withdrawal in accordance with Article 7.2 or by exclusion in accordance with Article 7.3 below
- b. by a Member (legal entity) ceasing to exist
- c. by a Member (legal entity) becoming bankrupt or otherwise insolvent
- d. by a Member (legal entity) not anymore fulfilling the criteria for Membership set forth in Article 5.

If a Membership ends during the course of a financial year, the Membership fee for such financial year shall remain due. The Member whose Membership ended is not entitled to claim any reimbursement of its Membership fees or contributions nor any compensation.

The Executive Board shall notify the end of Membership to the Member who does not anymore fulfil the criteria for Membership by sending a registered letter with return receipt to this Member. The end of Membership takes effect from the moment the conditions for Membership are not anymore fulfilled.

### **7.2 – Withdrawal**

A Member may withdraw from the Association by written notice to the Executive Board at the address of the Association:

- a) for any reason as of the end of a financial year, with observance of a prior notice period of at least six months before the end of that financial year
- b) in case its Membership fee for a financial year has been increased without its consent by 30 percent (or more) compared to the fee due for the previous year; such withdrawal shall be possible as of the date of the relevant decision of the General Assembly, if the notice is received by the Executive Board within three weeks after such decision is made known to the concerned Member.

To facilitate the recognition of additional activities delivered outside of the FCH JU work plan, members who are FCH JU beneficiaries are strongly recommended not to terminate their membership before the end of their FCH JU-supported project.

### **7.3 – Exclusion**

(1) A Member may be excluded from the Association by a decision of the General Assembly taken in accordance with Article 10 in case of a serious breach by that Member of the provisions of these Statutes, which cannot be remedied; for instance, the non-payment of Membership fees.

(2) Prior to the decision, the Member whose Membership is to be terminated shall have the opportunity to communicate its views about the envisaged exclusion either by oral or written statement to the General Assembly.

(3) The exclusion shall be effective as of the date of the decision of the General Assembly. If the excluded Member was not represented at the meeting of the General Assembly adopting its exclusion, the exclusion must be notified to the Member concerned by registered letter with acknowledgment of receipt.

## ***ORGANISATION***

### **Article 8 – Organs and structure**

(1) The organs of the Association are:

- a) the General Assembly (cf. Articles 9 through 10)
- b) the Executive Board (cf. Articles 11 through 12)

(2) Upon a respective decision by the General Assembly, the organisational structure of the Association may further include:

- a) Coordination Group consisting of the elected vice-chairs. The goal of the Coordination Group will be to support Executive Board Members; its members may also lead the working groups.
- b) working groups established and mandated by the General Assembly for the supervision or implementation of activities of the Association;
- c) staff to assist in particular the Executive Board in its tasks (e.g. Secretariat).

## **GENERAL ASSEMBLY**

### **Article 9 – General Assembly – powers, composition, meetings**

#### **9.1 Role and composition**

(1) The General Assembly is the highest organ of the Association. It determines the general policy of the Association and it has all powers needed for the realisation of the Association's objectives, if such powers are not explicitly delegated to another organ of the Association.

(2) The General Assembly shall be composed of representatives of all Members of the Association. Each Member shall appoint one representative to the General Assembly by a notice in writing, fax or email to be sent to the Executive Board. One alternative representative may be appointed. Such appointments may be modified at any time by the Member represented. Members may also be represented by another Member's representative, subject to a respective proxy in writing or via email, which must be received by the Executive Board prior to the meeting. A Member's representative shall not represent more than four other Members.

(3) The Executive Board may invite non-Members to attend meetings of the General Assembly as guests without voting rights.

## **9.2. Rules for meetings**

(1) The General Assembly shall meet at least once a year. It shall be convened upon the decision of the Executive Board or upon request of three Members whenever deemed necessary in the interest of the Association. This shall include meetings that may be necessary in relation to the FCH JU process in order to deliberate or define the Association's position within or regarding the FCH JU.

(2) The convocation to Members shall be made by the President of the Association by a letter, fax or email at least 28 calendar days before the date of the meeting. The convocation shall include the proposed agenda of the meeting. The Executive Board or any Members' representative may request additional items to the agenda at least 12 calendar days prior to the meeting.

The final agenda, the decision items submitted by the Executive Board to the General Assembly shall be sent at least 10 calendar days before the meeting.

(3) The meetings of the General Assembly shall be chaired by the President of the Association. If the President is unable to attend a meeting, the General Assembly shall determine a chairperson for the meeting from the Members of the Executive Board.

(4) The chairperson of the meeting shall be responsible that minutes of meeting are drafted, including a record of all decisions taken. The draft minutes shall be sent to all attendees of the meeting for comments. The final minutes shall be signed by the chairperson of the meeting and one other Members' representative who is not an Executive Board Member; the copies shall be distributed to all attendees and/or Members' representatives. The original minutes shall be kept in a separate register at the official address of the Association.

## **Article 10 – Decisions of the General Assembly**

(1) Each Member of the Association having duly paid its Membership fee shall have one vote in the decisions of the General Assembly.

(2) Unless these Statutes require another majority, decisions of the General Assembly shall be adopted by a simple majority of the votes cast.

(3) The following decisions shall be taken by the General Assembly and shall require a majority of at least three quarters of the votes cast:

- a) determination of the general policy of the Association;
- b) entering the FCH JU (including as a Member of the joint undertaking) and the conditions for such Membership as well as the modification or termination of such Membership,
- c) determination of the positions and voting of the Association in the FCH JU, and definition process, unless such determination has been explicitly delegated to the Executive Board or a working group;
- d) admittance of a new Member pursuant to Article 6;
- e) exclusion of a Member pursuant to Article 7.3;
- f) election and dismissal of Members of the Executive Board and Vice Chairs;
- g) mandate (appointment and dismissal) and terms of reference for the representatives of the Association, in particular in the FCH JU, including the Executive Board and Secretariat (see Article 13.2);
- h) adoption of the Activity Plan and the Budget, including any revision to these;
- i) determination of the Membership fees and approval of the payment and collection scheme for the Membership fees and the project contribution;
- j) approval of the Annual Report on the activities of the Association of the previous year and of the Annual Accounts of the Association (see Article 20) as well as discharge of the Executive Board for its management;
- k) adoption, modification or amendment of any internal rules of the Association

- l) the establishment of working groups and/or advisory bodies and approval of their respective terms of reference;
- m) any other prior approvals required for transactions by the Executive Board in accordance with Article 13.1 (3), lit. b. through e;
- n) modification of the address of the registered seat.

(4) The election and dismissal of Members of the Executive Board and Vice Chairs shall require a majority of at least three quarters of the votes cast, as mentioned in the paragraph 3 of the Article 10 of the Statutes. In case none of the candidates for a position achieved 75% of votes cast during the first round, the Statutes shall be interpreted as follows: a second ballot will be arranged, in which only 2 the most successful candidates will participate. The one getting the simple majority votes in the second ballot will be a single candidate in the third round to be confirmed by 75%.

(5) The following decisions by the General Assembly can only be taken subject to a quorum requirement of at least 50 % of all Members and shall require a majority of four fifths of the votes cast:

- a) any modification or amendment of these Statutes;
- b) the merger of the Association with other Associations;
- c) dissolution and liquidation of the Association;
- d) membership in other Associations, taking shares in other legal entities or participation in any business ventures or any other kind of organisation, except the Membership in the FCH JU, which shall be handled in accordance with Article 10 (3).

In case the above mentioned quorum requirement is not met, a second meeting or ballot on these decisions may be called and decisions may be taken without the quorum being met.

(6) In urgent matters, as may be determined by the Executive Board, the General Assembly may be asked by the Executive Board to take decisions in ballots without personal meetings (i.e. by exchange of letters, faxes, e-mail, or by video, audio or other simultaneous electronic conference). With respect to simultaneous electronic

conferences the procedures and requirements set forth in Article 9.2 shall apply accordingly. Regarding ballots via letter, fax or email, Members must be given at least 10 working days to respond. In this case absence of response shall be considered as tacit agreement of Members, if not decided differently for the specific ballot. The majority and quorum requirements as well as any other provisions of this Article 10 shall apply accordingly.

(7) Further provisions on the procedures of the General Assembly and its meetings may be adopted by the General Assembly in internal rules.

## ***EXECUTIVE BOARD***

### **Article 11 – The Executive Board**

#### **11.1 Role and responsibilities**

(1) The Executive Board shall have all the necessary powers in order to manage and administer the Association in accordance with the applicable laws, these Statutes, the internal rules and the decisions of the General Assembly.

(2) The Executive Board shall inter alia carry out the following tasks:

- a) administrative management of the day-to-day business of the Association and, if applicable, supervision of the secretariat;
- b) appointment, dismissal and terms of reference for delegation of appropriate representative, administrative or management duties to specific persons (legal bodies or individuals), including non-members of the Executive Board, in particular to the Secretariat (see Article 13.3.c);
- c) management of the financial affairs of the Association, including due fulfilment of accounting requirements and timely preparation of a proposal for the Budget of the Association and how it is financed (see Article 18);
- d) timely preparation of the Annual Report and Annual Accounts (see Article 20) for approval by the General Assembly;

- e) draw up proposals for any other decisions to be taken by the General Assembly according to Article 10 (3) and (4), except regarding the election of Board Members;
- f) representation of the Association and its Members' interests in the FCH JU, its interim structure and definition process (as set forth in Article 13);
- g) ensuring the regular flow of information and feedback processes with the Members regarding the on-going activities of the Association, in particular the Association's positions and voting in the FCH JU, its definition process and any decisions planned and taken within the FCH JU;
- h) supervise the activities and financial management of any FCH JU executive structure in order to verify that its actions are in accordance with the objectives of the agreed modalities of cooperation and programme;
- i) ensure that any Member of the Association can have access to relevant documentation regarding the activities of the Association and the FCH JU.
- j) scientific representation of the Association and its Members outside of the FCH JU at the European level.

(3) Further provisions regarding the responsibilities and duties of the Executive Board, including requirements of prior approval by the General Assembly, etc. may be laid down by the General Assembly in internal rules

## **11.2 Composition and election**

(1) The Executive Board shall be composed of not less than four and not more than eight Members. Each of the Board Members needs to come from a different Member of the Association. The structure and responsibilities of each board Member are laid down in the internal rules. The General Assembly may also modify the structure of the Executive Board, eg. appoint other Executive Board Members with special functions, such as Vice-President or Treasurer, etc.

(2) The Executive Board Members shall be elected by the General Assembly for a period of two years. Only natural persons who represent a Member in the General Assembly can be appointed as Executive Board Member. Reappointment of the same person(s) shall be possible.

(3) Among the Executive Board Members the President of the Association shall be appointed by the General Assembly.

(4) The voting rights of an Executive Board Member are personal and may not be delegated to any other person.

(5) The Executive Board Members shall not receive any remuneration or reimbursement of travel or other expenses from the Association, unless the General Assembly decides otherwise.

### **11.3 End of tenure of an Executive Board Member**

(1) The tenure of an Executive Board Member ends by expiration of its term, resignation of the Executive Board Member, dismissal by the General Assembly or in case the Executive Board Member does not anymore represent a Member in the General Assembly.

(2) In case the tenure ends before regular expiration of the term of an Executive Board Member, the General Assembly shall see to it that a new Executive Board Member is elected for the remaining term as soon as possible.

### **Article 12 – Meetings and decisions of the Executive Board**

(1) The Executive Board shall meet in the physical or virtual form (including by phone) whenever necessary, but at least two times a year. Meetings shall be held upon request of the President or of two Executive Board Members. The meetings shall be convened by the President (or by the Executive Board Members who requested the meeting) by an invitation specifying the agenda of the meeting to all Executive Board Members with a notice period of at least three working days.

(2) Decisions of the Executive Board will in principle be taken during duly convened meetings. However, the convocation period mentioned in paragraph (1) may be waived by agreement of all Executive Board Members.

(3) Decisions of the Executive Board may also be taken without a personal meeting, e.g. by telephone or video conference, e-mail or in writing. In such case the convocation requirements set forth in paragraph (1) shall apply accordingly.

(4) Each Executive Board Member shall have one vote. Decisions of the Executive Board shall require a two thirds majority of the votes cast.

(5) Decisions may only be adopted in a meeting or other procedure in which at least 50% of the Executive Board Members take part.

(6) Decisions of the Executive Board shall be recorded in writing either, in case of a meeting, as minutes or by way of decision sheets signed by two Members of the Executive Board. The records shall be kept in a separate register at the official address of the Association.

## ***REPRESENTATION***

### **Article 13 – Representation**

#### **13.1 Legal representation of the Association**

(1) The President together with another Member of the Executive Board shall jointly represent the Association legally towards third parties.

(2) The Association may however not take up any loan or grant a loan or give any kind of guarantees.

(3) The following legal transactions shall require prior approval by the General Assembly:

- a) membership in other Associations, taking shares in other legal entities or participation in any business ventures or any other kind of organisation or the modification of any such Membership or participation
- b) acquisition, encumbrance or disposal of real estate
- c) the issue of any powers of attorney or legal representation of the Association by the Executive Board
- d) conclusion, modification or termination of any employment contracts, unless already explicitly foreseen and approved by the General Assembly in the Budget
- e) entering into obligations for the Association, investments or any waivers of a total value of more than 20.000 Euro, unless already explicitly foreseen and approved by the General Assembly in the Budget.

### **13.2 Representation of the Association in and outside of the FCH JU**

(1) Representation of the Association in and outside of the FCH JU structure or interim structure and its definition process shall in principle be carried out by the Executive Board. Representation of the Association may also be carried out by the Coordination Group members (Vice-Chairs) in ad-hoc tasks in the areas of their expertise upon terms and conditions as directed by the Board.

The Secretariat shall be entrusted with powers of representation and external communication in accordance with terms and conditions laid down to that effect by the Executive Board. The Board shall at all times have the right to amend the terms and conditions as it sees fit, or to terminate or re-install the powers with or without immediate effect, in whole or in part.

The General Assembly shall be informed, if possible in advance, about the representatives of the Association to any of the FCH JU bodies or any FCH JU

working groups (including the bodies and working groups of the joint undertaking, whether executive or advisory).The General Assembly may also appoint one or several other persons as special delegates to the FCH JU, in particular in order to achieve a broad representation of the Association in the FCH JU.

(2) Any such mandatory shall coordinate any statements and voting in the FCH JU in advance with the General Assembly and promptly provide the Members with respective information on the discussion and decision processes within the FCH JU.

(3) Specific prior consultations of the Executive Board shall be held in particular with respect to the position and voting of the representatives of the Association in the Governing Board of the joint undertaking implementing the FCH JU. In case of delicate strategic items to be decided, a consultation process and approval of positions and voting shall be arranged in a respective General Assembly meeting or making use of the possibilities for urgent decisions as set forth in Article 10 (6) before each Governing Board meeting of the joint undertaking.

(4) The General Assembly may decide, in accordance with Articles 10 and 15, to delegate any of these consultation processes and necessary approvals to one or more working groups. The General Assembly may also regulate further details of the mandate and on the required consultation and information process, when formulating a concrete mandate of representation.

### **13.3 No legal representation of the Association's Members**

Unless explicitly authorised in writing to do so by the concerned Member, no Member of the Executive Board or other representative of the Association shall describe itself or act as an agent of a Member and nothing in these Statutes shall be construed as creating the right of such representative to enter into any obligation on behalf of such Member.

## ***SECRETARIAT / COMMITTEES AND ADVISORY BODIES***

### **Article 14 – Coordination Group**

The work of Executive Board can be supported by the Coordination Group of Vice-Chairs who are not part of the Executive Board.

The Coordination Group shall serve the purpose of supporting and strengthening the Working Groups and their members in their duties. It will provide advocacy, close cooperation and connection, coordinate members' input in the FCH JU. Its main task will be to link and connect working groups and their members to the Board, and assist the Board in organisation and management of FCH JU activities.

Its operational organisation shall be developed and established by the Coordination Group itself in consultation with the Board.

The Board and the Vice-Chairs Coordination Group shall meet in full and discuss and consult in relation to their respective activities, progress and FCH JU advocacy input at least twice a year.

#### **Article 15 – Support of the Executive Board (Secretariat)**

In the fulfilment of its tasks, the Executive Board may be supported by staff (Secretariat), in particular the Secretariat shall be able to attend internal and external meetings on behalf of the Executive Board. Secretariat functions may also be performed by a third party, as may be decided by the General Assembly.

The staff of the secretariat may attend the meetings of the organs of the Association and support the organisation of meetings under the supervision of the Executive Board.

#### **Article 16 – Working groups and advisory bodies**

(1) In order to pursue and organise the activities of the Association mentioned in Article 3, the General Assembly or the Executive Board may establish working groups (including committees) and/or advisory bodies.

(2) Working groups and/ or advisory bodies may be established for the execution of specific tasks and issues. The General Assembly shall be informed about the activities of each working group. If possible, a general outline of the activities and terms of reference of each working group has to be approved by the General Assembly before the respective working group activity is started. Participation in working group activities shall be open to all Members willing to participate in it by appointing experts to such working group and unless the committee serves to represent the interests of a specific group or specific groups of Members. Without prejudice to the participating Members' rights, internal rules for working group and advisory body activities may be determined by the General Assembly.

## ***BUDGET, MEMBERSHIP FEE AND ANNUAL ACCOUNTS***

### **Article 17 – Financial year**

The financial year of the Association shall coincide with the calendar year, from 1 January to 31 December.

### **Article 18 – Resources of the Association**

(1) According to the FCH JU Regulation, the operational costs of the FCH JU shall be covered through:

- (a) a financial contribution by the Union
- (b) in-kind contributions by the constituent entities of the Members other than the Union or their affiliated entities participating in the indirect actions, consisting of the costs incurred by them in implementing indirect actions less the contribution of the FCH JU and any other Union contribution to those costs.

(2) Participation of Association in the FCH JU mentioned in Article 3 above requires a cash contribution of 7% of total administrative costs of the FCH JU to be covered before the start of each financial year. The total contribution of NEW-IG and N.ERGHY will amount to 50% of the FCH JU running costs, as specified in the FCH JU Regulation.

(3) As part of FCH JU Financial Commitment outside of the FCH JU projects, each of the Members shall be obliged to report on the in-kind contribution to additional activities related to the sector in the required format in order to match the contribution of the Union as specified in the FCH JU Regulation.

(4) The budget for the next financial year will be presented at the General Assembly containing all the required elements for the best transparency. The Association may realise and finance its activities, and in particular its contribution to the running costs of the FCH JU mentioned in Article 3 above by:

- a) membership fees to be paid by its Members as may be decided by the General Assembly
- b) project contributions received from beneficiaries of FCH JU project funding in accordance with Article 19, paragraph (4) below
- c) any voluntary participation of its Members in the Association's activities
- d) any other allowed resources that might be paid or granted to the Association.

#### **Article 19 – Budget of the Association and Membership fee**

(1) Each year and together with the Activity Plan (see Article 4) a Budget for the next financial year, including a proposal how it will be financed, shall be drafted by the Executive Board and submitted to the General Assembly for decision no later than the fourth quarter of the current year.

(2) The General Assembly shall, together with adoption of the Budget, decide on the amount and due date of the Membership fees.

(3) In the view of the requirements mentioned in Article 18, paragraph 2, the Association shall report each year by 31 January to the FCH JU Governing Board on the value of in-kind contributions to additional research activities performed by its Members.

(4) To this end, the General Assembly shall decide on payment and collection of project contributions. Such decision shall be binding upon the Members and be considered an internal rule as mentioned in Article 5, paragraph (3), above. The decision of the General Assembly shall include a decision on the principle terms of implementation of the project contribution as well as the term of the related obligations by which the project contributions shall be implemented.

(5) The total Budget as adopted by the General Assembly shall be binding for the Executive Board. The General Assembly may, however, in exceptional cases and upon a respective request of the Executive Board, decide on a revision of the Budget for a current year.

## **Article 20 – Liability**

Each Member is obliged to comply with these Statutes, including to pay the Membership fee as set forth in these Statutes. A Member shall, however, not be liable for any financial or other commitments of the Association.

## **Article 21 – Annual Report and Annual Accounts**

(1) Within one year after the end of a financial year, the Executive Board shall present to the General Assembly an Annual Report on the activities of the Association. Further details on the content of the Annual Report are specified in internal rules. Chairpersons of working groups or advisory bodies may be asked by the General Assembly to deliver further reports.

(2) Without prejudice to the General Assembly's right to determine any kind of additional auditing procedure, the Annual Report and the Annual Accounts of the Association shall be audited by an independent auditor at the cost of the Association if required by the Belgian laws. The auditor shall be appointed by the General Assembly.

Otherwise, any Member of the Association may request an audit of the Annual Accounts by an independent external auditor at its own cost.

In any of the above cases, the auditor's report shall be presented to the General Assembly together with the Annual Report.

(3) The decision on approval of the Annual Report and the Annual Accounts shall be taken within one year after the end of the financial year at the latest.

## **MISCELLANEOUS**

### **Article 22 – Intellectual property**

It is not envisaged that exploitable intellectual property is generated by or within the activities of the Association. In the event, before starting a particular activity or during an activity in relation to the Association, one of the Members deems it necessary to agree on intellectual property rights arrangements ("IPR Arrangement"), such Member shall make a proposal for such IPR Arrangement to the other Members concerned and the concerned Members shall agree on the IPR Arrangement before starting or continuing the activity.

### **Article 23 – Winding up / liquidation**

(1) Without prejudice to any mandatory provisions of the Belgian Laws as may be in force at the relevant time, the Association may be dissolved upon decision of the General Assembly in accordance with the provision of Article 10 above.

(2) In such case the liquidation of the Association shall be carried out by the current Executive Board, unless the General Assembly decides otherwise, it being agreed that the remaining assets of the Association shall be dedicated to a non-profit making purpose.

### **Article 24 – Internal rules**

The Executive Board may propose and the General Assembly may adopt internal rules for the Association to provide further details to these Statutes or to the management of the Association as permitted by the Belgian laws.

### **Article 25 – Language**

To the extent legally possible, the working language of the Association shall be English. In case of a dispute between the Members the French published version of the Statutes shall prevail.