



Alliance for IoT  
and Edge Computing  
Innovation

# **Articles of Association of Alliance for IoT and Edge Computing Innovation IVZW**

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## **TITLE 1. NAME. LEGAL FORM. TERM. REGISTERED OFFICE**

### **Article 1. Name. Legal form. Term**

The international non-profit association named "Alliance for IoT and Edge Computing Innovation", abbreviated "AIOTI" (hereafter: "Association"), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

### **Article 2. Registered office**

1. The registered office of the Association is located in the Brussels-Capital region.
2. The registered office of the Association may be transferred to any other location in Belgium by a decision of the Management Board, provided that said transfer will not imply a change of the language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium.
3. If the transfer of the registered office of the Association implies a change of the language of these Articles of Association according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 23 of these Articles of Association.
4. The Association may establish offices in any country or place.

## **TITLE 2. NON-PROFIT PURPOSE. OBJECT**

### **Article 3. Non-profit purpose**

The non-profit purpose of international utility of the Association shall be to enhance innovation and economic development in the Internet of Things and Edge Computing in Europe, and, if in the common interest of the Members of the Association and of the competitiveness of the European Union and, if such would be supportive of these interests, outside Europe, all in the broadest sense.

### **Article 4. Object**

To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Collaborating with the European institutions for the implementation and execution of the European framework program for research and innovation through the activities of the Working Groups or in any other appropriate form and facilitating testing environments;
- (b) Collaborating/coordinating with other European innovation platforms and industry organisations that have IoT and Edge Computing related topics in their portfolio;
- (c) Identifying and bridging global, European Union's and its Member States' IoT and Edge Computing innovation activities;
- (d) Being an important reference organisation for all IoT and Edge Computing related issues, comprising, among other things, research, innovation, standardisation, ecosystem building and international collaboration;
- (e) Identifying, and, where possible, attempting to resolve, in part or in whole, market obstacles for IoT and Edge Computing deployment in a digital single market context;
- (f) Participating in, among other things, international projects, conferences, publications, publishing expert opinions, policy making and supporting standardisation activities;
- (g) Organising and facilitating match making events (involving, among others, SME's and large companies, academia, governments and end-users in innovation programs);
- (h) Providing advice and expert input to the European institutions and EU Member States in connection with all structural and regulatory matters important for the creation and maintenance of a favourable climate for IoT and Edge Computing in Europe;
- (i) Collecting and raising the financial resources necessary for the operation and organisation of the Association;
- (j) Performing everything that is supportive to the non-profit purpose and object of the Association or may be contributing thereto, all in the widest sense of the word; and
- (k) Cooperating with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

### **TITLE 3. MEMBERS**

#### **Article 5. Membership**

1. The Association shall have two (2) membership categories: Full Members and Associate Members. The Association shall always consist of at least two (2) Full Members.
2. All references in these Articles of Association to "Member" or "Members" without any other specification are references to Full Members and Associate Members collectively.
3. The rights and obligations of the Members shall be as defined in and pursuant to these Articles of Association.
4. Membership is intuitu personae and can neither be transferred nor assigned.

## **Article 6. Full Members**

1. The category of Full Membership is open and accessible to any legal entity cumulatively fulfilling the following criteria:
  - (a) Being duly constituted in accordance with the laws and practices of its country of origin;
  - (b) Having the legal personality;
  - (c) Having its registered office and a central or principal place of business in Europe;
  - (d) Sharing and supporting the non-profit purpose and object of the Association; and
  - (e) Fulfilling one of the four following criteria:
    - i. Being involved in Europe based research and development, innovation, demonstration, industrialisation, deployment or standardisation of technologies and services related to or relevant for the IoT and Edge Computing; or
    - ii. Contributing as partner in EU and/or national funded projects for research and innovation related to or relevant for the IoT and Edge Computing, and/or doing so from time to time; or
    - iii. Being a legal entity that, in accordance with its statutory purpose, through its activities enhances or gives direction to research and development, innovation, demonstration, industrialization, deployment or standardisation of technologies and services related to or relevant for the IoT and Edge Computing in Europe; or
    - iv. Being a legal entity that, in accordance with its statutory purpose, represents the interest of end-users of the IoT and Edge Computing in Europe, whether consumers or professional end-users.
2. Legal entities of a same Group of Companies may each become a Full Member with their own voting rights, provided that they each pay membership fees.

Full Members shall enjoy all membership rights, including voting rights at the General Assembly.

## **Article 7. Associate Members**

1. The category of Associate Membership is open and accessible to any legal entity (including any public entity and/or public administration) cumulatively fulfilling the following criteria:
  - (a) Not meeting the criteria to be eligible as a Full Member;
  - (b) Being duly constituted in accordance with the laws and practices of its country of origin;
  - (c) Having the legal personality;
  - (d) Being active in the field of the IoT and Edge Computing and having a legitimate interest in the non-profit purpose and object of the Association; and
  - (e) Supporting the work which forms the purpose of the Association, by its advice, influence, and activity.

2. Legal entities of a same Group of Companies may each become an Associate Member with their own membership rights, provided that they each pay membership fees.
3. Associate Members shall have the rights specifically granted to them in or pursuant to these Articles of Association. These rights shall not include voting rights at the General Assembly.

#### **Article 8. Admission to membership**

1. Any applicant to membership shall submit an online application for admission to membership.
2. An application form developed for that purpose by the Secretary General, shall contain at least the following details:
  - (a) The applicant's legal name, legal form, registered office, registration number in the local register of commerce and VAT number, if any;
  - (b) The Working Group(s) in which the applicant wishes to participate;
  - (c) The applicant's acceptance of the membership fees to be paid to the Association, and of these Articles of Association, the Bylaws, and, any other rules or Regulations established by the Association;
  - (d) Its status of either:
    - i. An SME; or
    - ii. A nationally recognised university and/or a research institute with a non-profit purpose; or
    - iii. A company not being an SME; or
    - iv. An organisation with a statutory purpose that includes the membership criterion set out under paragraph 1, (e), iii of 0 of these Articles of Association; or
    - v. An organisation representing end-users, as referred to in paragraph 1, (e), iv of 0 of these Articles of Association.
3. After the Secretary General has verified that all conditions for membership are complied with, the Management Board shall decide on the admission to membership within one (1) week of the receipt of the application from the Secretary General. The decisions of the Management Board regarding membership admissions shall not be motivated and may be subject to appeal.
4. An applicant to membership which has not been accepted as a Member of the Association may appeal the decision rendered by the Management Board within one (1) month of the receipt of the decision of non-admission, through a request for appeal sent via special means of communication to the Management Board. The next meeting of the General Assembly following the sending of the request for appeal shall examine said request for appeal and shall validly deliberate on the request for appeal according to the presence quorum and the voting majority stipulated in Article 23 of these Articles of Association.



## **Article 9. Representation of Members**

1. Each Member shall appoint one or more natural person(s), called the "Representative(s)", to represent it within the Association. If a Member appoints more than one (1) Representative, it must appoint one (1) voter – when applicable – who shall cast the vote of his/her Member (hereafter: "Voter"). Each Voter must have full capacity powers to represent his/her Member. If a Member only appoints one (1) Representative, he/she shall be the Voter of his/her Member.
2. If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) the said Member shall immediately replace this Representative unless the Member has another Representative who has been appointed as Voter.
3. Each Member shall regularly inform and at least once each two years, via regular means of communication, the Secretary General of the identity, contact details, and, as the case may be, appointment as Voter, of its/their Representative(s).

## **Article 10. Resignation**

1. Members are free to resign from the Association at all times by giving written notice via special means of communication, at least two (2) months before 31 December of each year, to the Secretary General. The Secretary General shall submit the resignation to the Management Board, which shall in turn take note of it. The resignation shall be effective on the date on which the written notice has been sent to the Secretary General.
2. A Member is deemed resigning if the Member is in one of the following situations:
  - (a) Voluntary/legal dissolution/liquidation;
  - (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
  - (c) Judicial administration;
  - (d) Judicial reorganisation;
  - (e) Merger (only if the concerned Member is the acquired legal entity);
  - (f) (Partial) demerger;
  - (g) Transfer of a branch of activity; and
  - (h) Transfer of a universality.
3. Members shall give written notice via regular means of communication about circumstances as referred to in paragraph 2 of the present Article, to the Secretary General without any delay.
4. The resignation as referred to in paragraph 2 of the present Article shall be effective upon a decision of the Management Board. A Member has the right to defend its position at (or in writing prior to) the meeting of the Management Board at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations referred to in paragraph 2 of the present Article. The decisions of the Management Board regarding the resignation of Members as referred to in the paragraphs 2 and 3 of the present Article are final, sovereign and must be motivated.

## Article 11. Exclusion

1. A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in 0 or Article 7 of these Articles of Association, or (ii) is not duly or timely or fully complying with these Articles of Association, the Bylaws, and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests of the Association, or (iv) has substantially modified its activities, or (v) for any other reasonable cause, may be excluded from membership, upon decision of the Management Board.
2. Before excluding a Member, the Management Board shall provide the concerned Member with the relevant details in writing via special means of communication at least one (1) month in advance of the proposed exclusion date. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Management Board may decide to exclude a Member, provided that the concerned Member is convened at the meeting and has received the possibility to defend its position, either in person or through a legal counsel, during the meeting of the Management Board and prior to the voting on the exclusion. The decisions of the Management Board regarding the exclusion of a Member shall be motivated, may be subject to appeal and shall enter into force after the appeal period of one (1) month referred to in paragraph 4 of the present Article.
3. All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the Management Board.
4. A Member which has been excluded by the Management Board may appeal the decision rendered by the Management Board within one (1) month following the date of the meeting of the Management Board that as decided to exclude the Member, through a request for appeal sent via special means of communication to the Management Board. The next meeting of the General Assembly following the sending of the request for appeal shall examine said request for appeal and shall validly deliberate on the request for appeal according to the presence quorum and the voting majority stipulated in Article 23 of these Articles of Association.
5. All membership rights of the Member concerned by the abovementioned appeal procedure shall be suspended during said entire procedure until the decision of the General Assembly.
6. The Management Board can validly decide on the exclusion of a Member if (i) at least half of the members of the Management Board are present or represented and (ii) the decision to exclude obtains at least a two-thirds (2/3) majority of the votes cast by the members of the Management Board present or represented.
7. A Member which does not pay all its membership fees within the stated period may be excluded from membership by the Secretary General. The Secretary General shall notify, via special means of communication, his/her decision to exclude to the concerned Member. The Secretary General shall regularly submit a list of the excluded Members to the Management Board. The decisions of the Secretary General regarding the exclusion of a Member shall be motivated, may be subject to appeal and shall enter into force after the appeal period of one (1) month referred to in paragraph 8 of the present Article.

8. A Member which has been excluded by the Secretary General may appeal the decision rendered by the Secretary General within one (1) month following the date of the notification of the decision to exclude to the concerned Member, through a request for appeal sent via special means of communication to the Management Board. The next meeting of the Management Board following the sending of the request for appeal shall examine said request for appeal and shall validly deliberate on the request for appeal according to the presence quorum and the voting majority stipulated in Article 31 of these Articles of Association.
9. All membership rights of the Member concerned by the abovementioned appeal procedure shall be suspended during said entire procedure until the decision of the Management Board.
10. A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees, (aa) for the financial year during which notice is given and, (bb) in case the notice is served after 31 October, for the financial year during which the notice is given and the following financial year, (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold itself out as a Member of the Association in any manner, and (iv) upon decision of the Secretary General, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.
11. A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

## **Article 12. Suspension**

1. A Member which is in one of the situations referred to in paragraph 1 of these Articles of Association may have its membership rights suspended for a maximum period of six (6) months, upon decision of the Management Board.
2. A Member whose membership rights have been suspended may appeal the decision rendered by the Management Board within one (1) month following the date of the meeting of the Management Board that has decided to suspend the membership rights of the concerned Member, through a request for appeal sent via special means of communication to the Management Board. The next meeting of the General Assembly following the sending of the request for appeal shall examine said request for appeal and shall validly deliberate on the request for appeal according to the presence quorum and the voting majority stipulated in Article 23 of these Articles of Association.

## **Article 13. Membership fees and other sources of funding**

1. Each Full Member shall pay membership fees per year, as proposed by the Management Board and decided by the General Assembly. Each year, the amount of membership fees and the calculation method of the membership fees for each Full Member shall be proposed by the Management Board and decided by the General Assembly. By derogation from the present paragraph, the General Assembly, upon proposal of the Management Board, may decide each year that one or more Full Member(s) is/are exceptionally (partially) exempt from membership fees.

2. Each Associate Member shall pay membership fees per year, as proposed by the Management Board and decided by the General Assembly. Each year, the amount of membership fees and the calculation method of the membership fees for each Associate Member shall be proposed by the Management Board and decided by the General Assembly. By derogation from the present paragraph, the General Assembly, upon proposal of the Management Board, may decide each year that one or more Associate Member(s) is/are exceptionally (partially) exempt from membership fees. Associate Members being public entities and/or public administrations are exempted from paying the membership fees.
3. Without prejudice to Article 10 of these Articles of Association, if a Member fails to pay its membership fees within one (1) month after a reminder has been sent to it by the Secretary General, its voting rights shall be automatically and immediately suspended until the payment of the membership fees due.
4. Members joining the Association part way through a financial year shall pay the amount of membership fees as calculated for their membership category for a twelve (12) months period, starting on the first day of the following month after they join.
5. Based on a proposal of the Secretary General, the Management Board shall decide on the invoicing procedure and the time for payment of the membership fees.

Besides the membership fees, the Association may receive testamentary dispositions, specific legacies, gifts, subsidies and any other income from Members and/or third parties.

#### **Article 14. Compliance with the Articles of Association and the Bylaws**

Any Member shall expressly adhere to these Articles of Association and the Bylaws, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the application for admission to membership is submitted, pursuant to Article 8 of these Articles of Association.

#### **Article 15. Responsibility of the Members**

1. The Members, in their capacity of Members, incur neither any individual nor joint and several liability for the commitments made by the Association, the debts and the liabilities of the Association. The liability of a Member, in its capacity of Member, is limited to the payment of the annual membership fees referred to in Article 13 of these Articles of Association.
2. Without prejudice to the preceding paragraph, a Member shall be liable vis-à-vis the Association for a damage it has caused to the Association.

## **Article 16. Register of Members**

The Secretary General keeps a register of Members, in electronic format, at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office and the enterprise/VAT number and main contact person of each Member being a legal entity. In addition, all the decisions regarding the admission, the resignation or the dismissal of the Members shall be included in the register by the Secretary General, immediately after the Management Board was informed of the decision.

## **TITLE 4. ORGANISATIONAL STRUCTURE**

### **Article 17. Bodies**

The bodies of the Association are:

1. The General Assembly;
2. The Management Board;
3. The Chair;
4. The Secretary;
5. The Treasurer;
6. The Steering Board;
7. The Working Group; and
8. The Secretary General.

## **TITLE 5. GENERAL ASSEMBLY**

### **Article 18. Composition. Voting rights**

1. The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative(s) pursuant to 0 of these Articles of Association.
2. Each Full Member shall have one (1) vote.
3. Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.
4. Each member of the Management Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Management Board who has been appointed as Voter shall be authorised to vote in this specific capacity for the Full Member he/she represents.
5. The General Assembly shall be chaired by the Chair. If the Chair is unable to chair the General Assembly, the General Assembly shall be chaired by the Secretary. If the Chair and the Secretary are both unable to chair the General Assembly, the General Assembly shall be chaired by the oldest member of the Management Board (in age) present.

6. The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairman of the General Assembly these third parties will receive the right to speak.

## **Article 19. Powers**

The General Assembly shall have the powers specifically granted to it by law or these Articles of Association. In particular, the General Assembly shall have the following powers:

- (a) The transfer of the registered office of the Association when it implies a change of language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal of the members of the Management Board and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Management Board will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (d) The discharge to be given to the members of the Management Board and, if any, to the statutory auditor, or to the external accountant;
- (e) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Management Board;
- (f) The approval of the amount of the additional contributions, upon joint proposal of the Management Board;
- (g) The approval of the annual accounts and the budget of the Association;
- (h) The amendment of these Articles of Association;
- (i) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s);
- (j) The adoption of the strategic directions of the Association which shall be based on the annual objectives and action plans of the Working Groups, upon joint proposal of the Management Board and the Steering Board;
- (k) The decision on appeal of a decision of the Management Board on the admission of Members;
- (l) The decision on appeal of a decision of the Management Board on the exclusion of Members;
- (m) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the books 13 and 14 of the companies and associations Code.



## **Article 20. Meetings**

1. The General Assembly shall meet at least once a year upon convening by the Management Board, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "Ordinary General Assembly"). Each year, the Management Board shall determine the exact date of the Ordinary General Assembly.
2. A meeting of the General Assembly shall be convened at any time by the Management Board whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the Chair at the written request of at least twenty-five (25) Full Members. In this last case, the Management Board shall convene the General Assembly within two (2) months after the request of convening of the Members. The General Assembly shall take place at the latest within four (4) months following this request

## **Article 21. Proxies**

1. Each Member shall have the right, via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member of its membership category to be represented at a General Assembly meeting. No Member may hold more than two (2) proxies.
2. Each Member shall have the right via regular means of communication, always with copy to the Secretary General via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary amendments to these Articles of Association which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 56 of these Articles of Association. In that case, each Member or third party may hold an unlimited number of proxies.

## **Article 22. Convening notices. Agenda**

1. Convening notices for the General Assembly shall be notified to the Members and the members of the Management Board by the Secretary General via regular means of communication at least two (2) weeks before the meeting except in exceptional urgent cases, in which cases the convening notices shall be notified at least one (1) week or any shorter notice period before the meeting as reasonably justified by the circumstances. The convening notice shall mention the date, time and place in Europe of the meeting of the General Assembly. In addition, the convening notice shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Secretary General and adopted by the Chair or the Management Board.

2. Any proposal of additional item(s) on the agenda of the General Assembly (i) signed by at least twenty-five (25) Full Members or (ii) from the Steering Board and notified to the Chair at least one (1) week before the meeting must be included in the agenda. In such a case, the Chair or the Secretary shall inform the Members and the members of the Management Board of the additional item(s) on the agenda of the General Assembly via regular means of communication at the latest three (3) calendar days before the meeting.
3. No vote shall be cast regarding an item that is not listed on the agenda, [except if at least two thirds (2/3) of the Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

### **Article 23. Presence quorum. Voting majority. Votes**

1. Unless otherwise stipulated in these Articles of Association, the General Assembly shall be validly constituted when at least twenty percent (20%) of the Full Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically present.
2. If at least twenty percent (20%) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 22 of these Articles of Association, at least one (1) month after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the third paragraph of the present Article.
3. Unless otherwise stipulated in these Articles of Association, decisions of the General Assembly shall be validly adopted if they obtain a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.
4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are also deemed not to be adopted.
5. If at the occasion of an election of a new member of the Management Board, no candidate has obtained a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented, a second vote shall take place.
6. If at the occasion of this second vote, none of the candidates has obtained a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented, a new vote shall take place. The Full Members shall be asked to vote for one of the two (2) candidates who obtained the most votes at the issue of the second vote. If in a vote between these two (2) candidates the vote is tied, it shall be decided by lot which of the two (2) candidates has been elected.
7. The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full Members present or represented.



8. Provided that the possibility to participate to the General Assembly via electronic means of communications is mentioned in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow the Members to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the Members shall be deemed present.
9. Provided that the possibility to vote electronically is mentioned in the convening notice, the Members may vote via electronic means during a meeting of the General Assembly. The Management Board shall take the necessary steps allowing the Members to vote electronically. It shall set up the practical procedures for the electronic voting, and shall ensure that the system of electronic voting used allows for (i) the identification of the Members having expressed their vote and (ii) the control of compliance with the prescribed time limit.

#### **Article 24.      Written procedure**

1. Except for (i) the amendment of these Articles of Association, and (ii) the dissolution and liquidation of the Association, the General Assembly may take decisions via written procedure.
2. For this purpose, upon request of the Management Board, the Secretary General shall send a letter to all Members and members of the Management Board, mentioning the agenda and the proposals for the decisions to be taken, with request to the Full Members to approve the proposals and to send the letter back to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.
3. If the approval of at least twenty percent (20%) of all the Full Members regarding the items on the agenda and regarding the procedure in writing is not received within this period, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.
4. For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.
5. Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter sent to the Members and members of the Management Board.

#### **Article 25.      Register of minutes**

Minutes shall be drawn up at each General Assembly meeting by the Secretary General. They shall be approved and signed by the Chair and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Secretary General to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

## TITLE 6. MANAGEMENT BOARD

### Article 26. Composition

1. The Association shall be administered by a Management Board composed of minimum one (1) and maximum seven (7) members.
2. Each member of the Management Board shall be:
  - (a) A representative of a Full Member; or
  - (b) A member of the board of directors of a Member, not working for the latter on the basis of an employment contract; or
  - (c) Any person with a professional service relationship with a Full Member on a permanent basis; or
  - (d) Any other person who:
    - i. Is an expert in the field of the IoT and Edge Computing; and
    - ii. Has the skills and experience to be appointed as a member of the Management Board.
3. No more than one (1) person employed by or otherwise linked to the same Full Member or Group of Companies shall be appointed as a member of the Management Board.
4. The General Assembly shall elect the members of the Management Board. The term of office of the members of the Management Board is a three (3) years term, twice renewable. Their mandate shall be non-remunerated. The Association shall cover all reasonable travel and accommodation expenses exposed by the members of the Management Board to attend the meetings of the Management Board, provided that the Treasurer have given his/her prior written approval on the concerned expense.
5. Three (3) Full Members acting jointly, the Management Board and the Steering Board may each propose one or more candidate(s) member of the Management Board to the Management Board, including which distinct function they should have (Chair, Treasurer, Secretary) at least two (2) months in advance of a meeting of the General Assembly at which one or more member(s) of the Management Board will be elected. The Management Board must inform the Full Members as soon as a new election by the General Assembly is necessary. The Management Board, taking into account the criteria set out in paragraph 2 of the present Article, shall draw up a list of all proposed candidate members of the Management Board. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Management Board will be elected.

The list shall indicate for each proposed candidate member of the Management Board the criteria set out in paragraph 4 of the present Article. If there is no list or an incomplete list of candidate members of the Management Board, the General Assembly may freely elect without any formality one or more member(s) of the Management Board out of the Representatives of the Full Members.
6. The mandate of a member of the Management Board terminates by expiry of his/her directorship. The mandate of a member of the Management Board terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a director is in a situation of bankruptcy, judicial reorganisation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (iii) if a director does no longer meet the criteria set out in paragraph 2 of the present Article.

7. The mandate of a member of the Management Board also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a member of the Management Board at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the member of the Management Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.
8. The members of the Management Board are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Management Board. In case of termination of the mandate of a member of the Management Board for whatever reason, except the cases of automatic termination of the mandate of a member of the Management Board, or dismissal, the member of the Management Board shall continue performing the duties of his/her office until he/she has been replaced within three (3) months.
9. If the mandate of a member of the Management Board ceases before its term, for whatever reason, the Management Board may freely appoint (by co-optation) a new member of the Management Board for the remainder of the term, provided that the member of the Management Board appointed (by co-optation) fulfils the criteria for the composition of the Management Board. Management Board shall inform the General Assembly about the appointment.
10. In case of termination of the mandate of a member of the Management Board for whatever reason, the member of the Management Board shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.
11. The Management Board shall be chaired by the Chair. If the Chair is unable to chair the Management Board, the Management Board shall be chaired by the Secretary. If the Chair and the Secretary are unable to chair the Management Board, the Management Board shall be chaired by the Treasurer.
12. The Management Board may invite one or more third party(ies), to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Management Board.

## **Article 27. Powers**

1. The Management Board shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Articles of Association. The Management Board shall act as a collegial body.
2. The Management Board shall in particular have the following powers:
  - (a) The transfer of the Association's registered office when it does not imply a change of language of these Articles of Association according to the legal provisions governing the use of official languages in Belgium;
  - (b) The general management and administration of the Association;
  - (c) The monitoring of the budget expenditures and the allocation of the budget;
  - (d) The execution of the decisions of the General Assembly;

- (e) The admission of new Members;
  - (f) The acknowledgement of the automatic resignation of a Member pursuant to Article 10, paragraphs 2 and 3;
  - (g) The exclusion of Members;
  - (h) The decision on appeal of a decision of the Secretary General on the exclusion of Members;
  - (i) The election and dismissal of the Chair, the Secretary, and the Treasurer;
  - (j) The appointment and dismissal of the Secretary General, including the discharge to be given;
  - (k) The hiring and the dismissal of the employees of the secretariat of the Association;
  - (l) In cooperation with the Secretary General, the delegation of tasks to the secretariat of the Association and the overseeing of it;
  - (m) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
  - (n) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
  - (o) The proposal of the amount of the additional contributions to the General Assembly;
  - (p) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Secretary General, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
  - (q) The adoption, the amendment and the revocation of the Bylaws;
  - (r) The adoption of propositions to be submitted to the General Assembly; and
  - (s) The decisions to establish, dissolve, determine the working and governance rules of, and delegate tasks to Working Groups, upon proposal of the Steering Board or at least twenty-five (25) Full/Associate Members acting jointly.
3. Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Management Board shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.
  4. At any time, the Management Board may delegate specific powers to one or more member(s) of the Management Board or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

## **Article 28. Meetings**

1. The Management Board shall meet every time the interests of the Association so require and at least three (3) times a year, upon convening by the Chair or two (2) members of the Management Board, acting jointly, and at such time and place as determined in the convening notice.
2. The chair or the vice-chair of the Steering Board may attend Management Board meetings as non-voting guests.

## **Article 29. Proxies**

Each member of the Management Board shall have the right, via regular means of communication, to give a proxy to another member of the Management Board, to be represented at a meeting of the Management Board. No member of the Management Board may hold more than two (2) proxies.

## **Article 30. Convening notices. Agenda**

1. Convening notices for the Management Board shall be notified to the members of the Management Board by the Secretary General via regular means of communication at least three (3) days before the meeting. The convening notices shall mention the date, time and place in Europe of the meeting. In addition, the convening notice shall mention if the members of the Management Board can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Management Board shall be prepared and adopted by the Secretary General.
2. Each member of the Management Board shall have the right to propose an additional item to be included on the agenda of the Management Board, which shall be notified via regular means of communication to the Chair and Secretary General at least one (1) day before the meeting. In such a case, the Chair or Secretary General shall inform the members of the Management Board of the additional item(s) on the agenda of the Management Board via regular means of communication without delay before the meeting of the Management Board.
3. No vote shall be cast regarding an item that is not listed on the agenda, except if all the members of the Management Board are present or represented at a meeting of the Management Board and vote to proceed with such vote.
4. Each member of the Management Board shall have the right, before, during or after a meeting of the Management Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Management Board present or represented at a meeting of the Management Board shall be considered to have been regularly convened to this meeting.

## **Article 31. Presence quorum. Voting majority. Votes**

1. Unless otherwise stipulated in these Articles of Association, the Management Board shall be validly constituted when at least half of the members of the Management Board are present or represented. In any case, the Management Board shall always be constituted of at least two (2) members of the Management Board present.
2. The first priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if it is decided to call a vote, decisions shall be taken according to the voting majority stipulated in paragraph 3 of the present Article.
3. Unless otherwise stipulated in these Articles of Association, decisions of the Management Board shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Management Board present or represented. Each member of the Management Board shall have one (1) vote.

4. If at the occasion of an election of a new Chair, a new Secretary, a new Treasurer or a new Secretary General, no candidate has obtained a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Management Board present or represented, a second vote shall take place.
5. If at the occasion of this second vote, none of the candidates has obtained a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Management Board present or represented, a new vote shall take place. The members of the Management Board shall be asked to vote for one of the two (2) candidates who obtained more votes at the issue of the second vote. If in a vote between these two (2) candidates the vote is tied, it shall be decided by lot which of the two (2) candidates has been elected.
6. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.
7. Provided that the possibility to participate to the meeting of the Management Board via electronic means of communication is mentioned in the convening notice, a duly convened meeting of the Management Board shall be validly held even if all or some of the members of the Management Board are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow members of the Management Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members of the Management Board shall be deemed present.
8. Provided that the possibility to vote electronically is mentioned in the convening notice, the members of the Management Board may vote via electronic means during a meeting of the Management Board. The Management Board shall take the necessary steps allowing the members of the Management Board to vote electronically. It shall set up the practical procedures for the electronic voting, and shall ensure that the system of electronic voting used allows for (i) the identification of the members of the Management Board having expressed their vote and (ii) the control of compliance with the prescribed time limit.

## **Article 32. Register of minutes**

Minutes shall be drawn up at each meeting of the Management Board by the Secretary General. They shall be approved by the Management Board at the first next meeting and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Secretary General to the members of the Management Board. The register of minutes shall be kept at the registered office of the Association where all members of the Management Board may consult it, without, however, displacing it.



### **Article 33. Written procedure**

1. The Management Board may take decisions via written procedure.
2. For this purpose, the Secretary General, upon request of the Chair or two (2) members of the Management Board acting jointly, shall send a letter to all members of the Management Board, mentioning the agenda and the proposals for the decisions to be taken, with request to the members of the Management Board to approve the proposals and to send the letter back to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.
3. If the approval of all the members of the Management Board regarding the items on the agenda is not received within this term, the decisions are deemed not to be taken.
4. For the purpose of the present Article, members of the Management Board are not allowed to grant proxies.
5. Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter sent to the members of the Management Board.

### **Article 34. Conflict of interests**

1. In case a member of the Management Board (hereafter: "Concerned Member of the Management Board") has a direct or indirect interest of a patrimonial nature which is conflicting with the interest of the Association in a decision or an operation falling within the powers of the Management Board (hereafter: "Conflicting Interest"), he/she shall notify the Conflicting Interest to the Management Board and provide all facts material to understanding the nature and scope of the conflict, as soon as possible and before the Management Board takes the concerned decision.
2. If the Concerned Member of the Management Board fails to do so, any member of the Management Board aware of the potential Conflicting Interest shall raise the issue to the Management Board before it takes a decision in relation thereof.
3. The statements and the explanations regarding the nature of the Conflicting Interest of the Concerned Member of the Management Board shall be recorded in the minutes of the meeting of the Management Board that shall take the concerned decision. The nature of the concerned decision/operation and the patrimonial consequences thereof for the Association and the justification of the decision that has been taken shall be described by the Management Board in the minutes of the meeting of the Management Board that shall take the concerned decision.
4. If a statutory auditor has been appointed, the minutes of the meeting of the Management Board shall be communicated to the statutory auditor.
5. The Concerned Member of the Management Board shall neither participate in the deliberations of the Management Board nor participate in the vote related to the items on the agenda relating to the Conflicting Interest.
6. In relation to the items on the agenda relating to the Conflicting Interest, the Concerned Member of the Management Board shall not be taken into account for the calculation of the presence quorum as provided for by Article 31, paragraph 1 of these Articles of Association. The rules relating to the voting majority provided for by Article 31, paragraph 2 of these Articles of Association remain unchanged.

7. If at least half of the members of the Management Board present or represented have a Conflicting Interest, the decision or operation will be submitted to the General Assembly. If the General Assembly approves the decision or the operation, the Management Board may implement said decision or operation.
8. Notwithstanding the preceding paragraphs, the procedure of conflict of interests described above shall not be applied when the decisions of the Management Board relate to regular operations concluded on normal market terms and guarantees for operations of the same type.

## **TITLE 7. CHAIR, SECRETARY, AND TREASURER**

### **Article 35. Election and function of the Chair, Secretary, and Treasurer**

1. The Management Board shall elect a Chair, a Secretary, and a Treasurer amongst the members of the Management Board. The Chair, Secretary, and Treasurer shall be three (3) distinct members of the Management Board. Their mandate shall be non-remunerated. The term of office of the Chair, the Secretary and the Treasurer, is a three (3) years term, twice renewable.
2. Each new Chair, Secretary, or Treasurer who is elected by the Management Board to replace a Chair, Secretary, or Treasurer, whose mandate has terminated, shall only be elected for the remainder of the term of the Chair, Secretary, or Treasurer being replaced.
3. The mandate of the Chair, the Secretary, and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.
4. The Management Board may further dismiss the Chair as Chair, the Secretary as Secretary, and the Treasurer as Treasurer at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the Chair, Secretary, or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Management Board and prior to the voting on the dismissal. The concerned Chair, Secretary, or Treasurer shall not participate in the deliberation of the Management Board regarding such decision or action, and also not to the relevant voting.
5. The Chair, Secretary, and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Management Board. In case of the end of the mandate of the Chair, the Secretary, or the Treasurer for whatever reason, except the cases of automatic termination of the directorship, or dismissal, the Chair, Secretary, or Treasurer as the case may be, shall continue performing the duties of his/her office until the Management Board has provided in his/her replacement within three (3) months.
6. In case of termination of the mandate of the Chair, the Secretary, or the Treasurer for whatever reason, the Chair, Secretary, or Treasurer as the case may be, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.



## **Article 36. Powers of the Chair, Secretary, and Treasurer**

1. The Chair shall have the powers specifically granted to him/her by these Articles of Association.
2. As a general rule:
  - (a) The Chair shall preside the meetings of the General Assembly and the Management Board; and
  - (b) The Chair shall act as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties.
3. The Secretary shall have the powers specifically reserved for him/her by these Articles of Association. As a general rule, the Secretary shall replace the Chair in his/her absence.
4. The Treasurer shall have the powers specifically granted to him/her by these Articles of Association and by the Management Board. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Management Board.

## **TITLE 8. STEERING BOARD**

### **Article 37. Composition**

1. The Association has a Steering Board. The chairperson of each Working Group and the members of the Management Board shall be as of right member of the Steering Board. Secretary General shall have the right to attend the meetings of the Steering Board without voting rights and with the right to be heard. If the chairperson of a Working Group is absent, the co-chairperson of his/her Working Group will replace him/her in the Steering Board. No more than two (2) persons employed by or otherwise linked to the same Full/Associate Member or Group of Companies shall be appointed as a member of the Steering Board.
2. The term of office of the members of the Steering Board is a three (3) year term. Their mandate shall be non-remunerated.
3. The mandate of a member of the Steering Board terminates by expiry of his/her mandate or the closure of the Working Group he/she is the chairperson or co-chairperson of.
4. The members of the Steering Board are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the chair of the Steering Board.
5. The Steering Board shall be chaired by the chair of the Steering Board. If the chair of the Steering Board is unable to chair the Steering Board, the Steering Board shall be chaired by the Management Board Chair that will serve as vice-chair of the Steering Board. If the chair of the Steering Board and the vice-chair of the Steering Board are both unable to chair the Steering Board, the Steering Board shall be chaired by the Secretary General.
6. The Steering Board shall elect a Chair amongst the chairpersons of the Working Groups that are members of the Steering Board. The mandate of the Steering Board Chair shall be non-remunerated. The term of office of the Chair of the Steering Board, and the Vice-Chair of the Steering Board is a three (3) years term.

7. Each new Chair of the Steering Board who is elected by the Steering Board to replace a Chair of the Steering Board, whose mandate has terminated, shall only be elected for the remainder of the term of the Chair of the Steering Board, being replaced.
8. The mandate of the Chair of the Steering Board terminates by expiry of the term of their mandate or as of right and with immediate effect, by expiry of their mandate as chairperson of a Working Group.

### **Article 38. Powers**

1. The Steering Board shall have the powers specifically granted to it by these Articles of Association. In particular, the Steering Board shall have the following powers:
  - (a) Propose to the Management Board to establish or dissolve, determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these, upon proposal of the Steering Board, or at least twenty-five (25) Full/Associate Members acting jointly;
  - (b) Set the Strategic Research and Innovation Agenda for the Association;
  - (c) Enhance and drive implementation of the Association's objectives and mission;
  - (d) Provide guidance on the strategic direction and related proposals for the Working Groups;
  - (e) Work cross-functionally between the different Working Groups, in order to ensure consistency and resolve conflicts, if any;
  - (f) Manage the implementation of Working Groups, and to that purpose:
    - a. Approve the work plan of Working Groups;
    - b. Organise that the planning for the Working Groups is made; and
    - c. Monitor activity and progress of each Working Group;
  - (g) Link the Association with other similar and relevant initiatives (EU and national initiatives/consortia).
2. The Steering Board shall always act under the responsibility of the General Assembly and shall report periodically to the General Assembly on its activities, and/or at the request of the General Assembly. The Steering Board shall issue to the General Assembly a yearly overview of its activities during the previous year, for approval.

## **Article 39. Meetings**

1. The Steering Board shall meet every time the interests of the Association so require and at least four (4) times a year, upon convening by the Chair or Secretary General, and at such time and place as determined in the convening notice.
2. The Steering Board shall act as a collegial body.
3. Any member of the Steering Board and/or the Management Board may propose a contribution to the Steering Board agenda or ask for discussion and/or formal decision.
4. The Steering Board may invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Steering Board.

## **Article 40. Convening notices. Agenda**

1. Convening notices for the Steering Board shall be notified to the members of the Steering Board by the Secretary General via regular means of communication at least three (3) days before the meeting. The convening notices shall mention the date, time and place in Europe of the meeting. In addition, the convening notice shall mention if the members of the Steering Board can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Steering Board shall be prepared by the Secretary General.
2. Each member of the Steering Board shall have the right to propose an additional item to be included on the agenda of the Steering Board, which shall be notified via regular means of communication to the Chair and Secretary General at least one (1) day before the meeting. In such a case, the Chair or Secretary General shall inform the members of the Steering Board of the additional item(s) on the agenda of the Steering Board via regular means of communication without delay before the meeting of the Steering Board.
3. No vote shall be cast regarding an item that is not listed on the agenda, except if all the members of the Steering Board vote to proceed with such vote.
4. Each member of the Steering Board shall have the right, before, during or after a meeting of the Steering Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Steering Board present at a meeting of the Steering Board shall be considered to have been regularly convened to this meeting.

## **Article 41. Presence quorum. Voting majority. Votes**

1. Unless otherwise stipulated in these Articles of Association, the Steering Board shall be validly constituted when at least half of the members of the Steering Board are present. In any case, the Steering Board shall always be constituted of at least two (2) members of the Steering Board present.
2. The first priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if it is decided to call a vote, decisions shall be taken according to the voting majority stipulated in paragraph 3 of the present Article.

3. Unless otherwise stipulated in these Articles of Association, decisions of the Steering Board shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Steering Board present. Each member of the Steering Board shall have one (1) vote.
4. If at the occasion of an election of a new Chair no candidate has obtained a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Steering Board present, a second vote shall take place.
5. If at the occasion of this second vote, none of the candidates has obtained a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Steering Board present, a new vote shall take place. The members of the Steering Board shall be asked to vote for one of the two (2) candidates who obtained more votes at the issue of the second vote. If in a vote between these two (2) candidates the vote is tied, it shall be decided by lot which of the two (2) candidates has been elected.
6. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.
7. Provided that the possibility to participate to the meeting of the Steering Board via electronic means of communication is mentioned in the convening notice, a duly convened meeting of the Steering Board shall be validly held even if all or some of the members of the Steering Board are not physically present but participate in the deliberations via any means of telecommunication that allow members of the Steering Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members of the Steering Board shall be deemed present.
9. Provided that the possibility to vote electronically is mentioned in the convening notice, the members of the Steering Board may vote via electronic means during a meeting of the Steering Board. The Steering Board shall take the necessary steps allowing the members of the Steering Board to vote electronically. It shall set up the practical procedures for the electronic voting, and shall ensure that the system of electronic voting used allows for (i) the identification of the members of the Steering Board having expressed their vote and (ii) the control of compliance with the prescribed time limit.

#### **Article 42. Register of minutes**

Minutes shall be drawn up at each meeting of the Steering Board by the Secretary General. They shall be approved by the Steering Board at the first next meeting and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Secretary General to the members of the Steering Board. The register of minutes shall be kept at the registered office of the Association where all members of the Steering Board may consult it, without, however, displacing it.

### **Article 43. Written procedure**

1. The Steering Board may take decisions via written procedure.
2. For this purpose, the Secretary General, upon request of the Chair or at least one quarter (1/4) members of the Steering Board acting jointly, shall send a letter to all members of the Steering Board, mentioning the agenda and the proposals for the decisions to be taken, with request to the members of the Steering Board to approve the proposals and to send the letter back to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.
3. If the approval of all the members of the Steering Board regarding the items on the agenda is not received within this term, the decisions are deemed not to be taken.
4. Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter sent to the members of the Steering Board.

## **TITLE 9. WORKING GROUP(S)**

### **Article 44. Composition**

1. The Management Board, upon proposal of the Steering Board, or at least twenty-five (25) Full/Associate Members acting jointly, may establish, dissolve and delegate tasks to, one or more Working Group(s). If a Working Group remains inactive for at least three (3) months or if it does not deliver the results according to its adopted annual objectives and action plans within six (6) months of a reminder sent by the Steering Board, the latter shall ask the chairperson and co-chairperson of that Working Group to revive the activity of the latter within reasonable time. In the absence of response of the chairperson or co-chairperson of the Working Group within one (1) month as from such request from the Steering Board, the latter shall take appropriate measures to ensure that the Working Group delivers the results. If the Working Group does not deliver results after the intervention of the Steering Board within the given time, the Steering Board shall assess whether or not to propose to the Management Board to dissolve the Working Group or allocate its work to other Working Groups.
2. The Management Board shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorums, voting majorities and voting procedures, and drafting of minutes of the Working Groups.
3. Each member of the Working Group shall be:
  - (a) A Representative of a Full/Associate Member; or
  - (b) A member of the board of directors of a Member, not working for the latter on the basis of an employment contract; or
  - (c) Any person with a professional service relationship with a Full/Associate Member on a permanent basis.

4. Each Member may have one (1) member in each Working Group in which it take parts. However, where the activities of a Working Group are divided according to the topic studied, a Member can have one (1) member per topic. In this case, the members of the concerned Working Group being Representatives of a same Full Member shall only be able to cast one (1) vote regarding the topic to which he/she is allocated. Members, whether or not member of the same Group of Companies, may participate in as many Working Groups as they deem appropriate except that Members of the same Group of Companies may not participate in the same Working Group.
5. Each Working Group shall be chaired by the chairperson of the Working Group. If the chairperson is unable to chair his/her Working Group, the Working Group shall be chaired by his/her co-chairperson. A member of the Management Board cannot be a chairperson or co-chairperson of a Working Group. The chairperson and the co-chairperson of a Working Group shall be Representatives of, or otherwise linked to different Members or Group of Companies.
6. For any Working Group with a Vertical Application Area purpose, its members will aim as far as possible to appoint either the chairperson or the co-chairperson among the representatives of the end-users (whether consumers or businesses) while the other will be appointed among the representatives of the supplier industry, if capable persons are available for each of these positions.
7. The chairperson and the co-chairperson of each Working Group shall have the powers specifically granted to them by these Articles of Association. In particular, the chairperson and the co-chairperson shall have the following powers:
  - (a) Plan the work of the respective Working Group;
  - (b) Manage the participation of the members of the Working Group to and their effective involvement in their respective Working Groups;
  - (c) Organise thematic workshops;
  - (d) Liaise with and report to the Steering Board on the work and activities of his/her Working Group;
  - (e) Deliver recommendations to the Steering Board; and
  - (f) Draft and present to the Steering Board papers prepared by his/her Working Group.
8. The Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s).

## **Article 45. Powers**

1. Each Working Group shall have the powers specifically granted to it by these Articles of Association. As a general rule, the Working Groups shall have a supporting role to the Steering Board on specific issues.
2. The Working Groups shall not represent the Association vis-à-vis third parties.
3. The Working Groups shall always act under the responsibility of the Steering Board and shall report periodically to the Steering Board on its/their activities, and/or at the request of the Steering Board or the Management Board.
4. Unless otherwise stipulated in these Articles of Association, the Working Groups shall be validly constituted when at least half of the members of the Working Groups are present or represented. In any case, the Working Groups shall always be constituted of at least two (2) members physically present.

## **Article 46. Functioning**

1. Unless otherwise stipulated in these Articles of Association, decisions of the Working Groups shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Working Groups present or represented. Each member of the Working Groups shall have one (1) vote.
2. If at the occasion of an election of the chairperson or the co-chairperson of the Working Group, no candidate has obtained a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Working Group present or represented, a second vote shall take place.
3. If at the occasion of this second vote, none of the candidates has obtained a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Working Group or represented, a new vote shall take place. The members of the Working Group shall be asked to vote for one of the two (2) candidates who obtained more votes at the issue of the second vote. If in a vote between these two (2) candidates the vote is tied, it shall be decided by lot which of the two (2) candidates has been elected.
4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be adopted.



## TITLE 10. SECRETARY GENERAL

### Article 47. Appointment and function of the Secretary General

1. The Management Board may appoint a natural person or legal entity, not being a member of the Management Board and not being a Representative, as Secretary General. His/her/its office shall be remunerated. The Association shall cover all reasonable expenses exposed by the Secretary General. The Secretary General's mandate may be of a definite duration. The terms and conditions of his/her/its office shall be determined by the Management Board. When a legal entity is appointed as Secretary General, the latter shall appoint amongst its shareholders, members, directors or employees a permanent representative, being a natural person, in charge of the execution of the mission of Secretary General in the name and on behalf of the legal entity.
2. The mandate of the Secretary General terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Secretary General under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.
3. Unless otherwise agreed, the Management Board may dismiss the Secretary General at any time and possibly with immediate effect, without (i) having to justify its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
4. The Secretary General is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Management Board, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Secretary General for whatever reason, except the cases of automatic termination of the mandate of the Secretary General or dismissal, the Secretary General shall continue performing the duties of his/her/its office until the Management Board has provided in his/her/its replacement within three (3) months, without prejudice to the mandatory labour law provisions and service agreement provisions, if applicable.
5. In case of the end of the mandate of the Secretary General for whatever reason, the Secretary General shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
6. The Secretary General shall be a permanent observer at all the bodies of the Association and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Secretary General.



## **Article 48. Powers of the Secretary General**

1. The Secretary General shall have the powers specifically granted to him/her/it by these Articles of Association. The Secretary General operates in accordance with the general guidelines received from the Management Board and/or the Steering Board. In particular, the Secretary General shall have the following powers:
  - (a) The daily management of the Association, within the approved budget;
  - (b) In cooperation with the Chair, the coordination and the organisation of the Ordinary General Assembly;
  - (c) In cooperation with the Chair, the coordination and the organisation of the Management Board's, Steering Board's and Working Group's meetings;
  - (d) In cooperation with the Management Board, the delegation of tasks to the secretariat of the Association and the overseeing of it;
  - (e) The execution of the decisions of the Management Board, Steering Board and the General Assembly;
  - (f) The sending of the convening notices of the General Assembly and the Management Board;
  - (g) The keeping of the register of Members;
  - (h) The exclusion of Members which do not pay their membership fees within the stated period;
  - (i) After consultation with the Treasurer, the preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Management Board for finalisation and approval;
  - (j) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
  - (k) The overall visibility and management of the Association.
2. The Secretary General shall always act under the responsibility of the Management Board and the Steering Board and within the approved budget. The Secretary General shall report periodically to the Management Board and the Steering Board on his/her/its actions and activities, and/or at the request of the Management Board and the Steering Board.

## **TITLE 11. THE SECRETARIAT**

### **Article 49. The Secretariat**

1. The Secretariat is the administrative body of the Association which supports the General Assembly, Management Board, Steering Board and all Working Groups. The Secretariat is chaired by the Secretary General.
2. The Secretariat will publish and regularly update the Management Board and the Steering Board's composition, the list of all Working Groups and their chairpersons and co-chairpersons as well as for the other bodies of the Association, and annual priorities and action plans and make it available to all Members.

## **TITLE 12. RESPONSIBILITY**

### **Article 50. Responsibility**

The members of the Management Board, the Chair, the Secretary, the Treasurer, the members of the Steering Board and the Secretary General are not personally bound by the obligations of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (-non) performance of their duties and tasks.

## **TITLE 13. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

### **Article 51. External representation of the Association**

1. The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Chair acting alone, or by two (2) members of the Management Board, acting jointly.
2. Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Secretary General, acting alone.
3. None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.
4. In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy holder(s) duly mandated by the Management Board, the Chair acting alone, or two (2) members of the Management Board, acting jointly, or, within the framework of daily management, by the Secretary General, acting alone.

## **TITLE 14. BYLAWS AND PROCEDURES**

### **Article 52. Bylaws and procedures**

1. To detail and complete the provisions of these Articles of Association, the Management Board may adopt, amend and/or revoke the Bylaws. The Management Board shall before adopting, amending and/or revoking the Bylaws, request the advice of the Steering Board. The Management Board shall take the advice of the Steering Board into account before taking its decision.
2. The Bylaws and any amendment to these shall be communicated to the Members via regular means of communication.
3. The last approved version of the Bylaws dates from the Extraordinary General Assembly of 11.11.2016.
4. The Management Board is further entitled to adopt Management Board's internal procedures and any other kind of statement that falls within the scope of its powers.

## **TITLE 15. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS**

### **Article 53. Financial year**

The financial year of the Association shall run from 1 January to 31 December.

### **Article 54. Annual Accounts. Budget**

1. The Management Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.
2. Each year, within six (6) months following the end of the financial year, the Management Board shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.
3. The draft annual accounts and the draft budget shall be circulated amongst all Members at least one (1) month before the Ordinary General Assembly.

### **Article 55. Auditing of the accounts**

1. If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian "Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren", for a three (3) years term.
2. If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.
3. The statutory auditor or the external accountant, as the case may be, shall draw up a report on the annual accounts of the Association. This report shall be submitted to the Full Members before the approval of the annual accounts.

## **TITLE 16. AMENDMENTS TO THESE ARTICLES OF ASSOCIATION**

### **Article 56. Amendments to these Articles of Association**

1. The General Assembly can validly decide on amendments to these Articles of Association only if (i) two-thirds (2/3) of the Full Members are present or represented and (ii) the decisions to amend obtain at least a two-thirds (2/3) majority of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be adopted.
2. If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 22 of these Articles of Association, at least one (1) month after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the first paragraph of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.
3. The main terms of any proposal to amend these Articles of Association shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the members of the Management Board.
4. The date on which the amendments to these Articles of Association shall enter into force shall be determined in the Bylaws or by the decision of the General Assembly regarding the amendments to these Articles of Association.
5. Any decision of the General Assembly relating to the amendments of these Articles of Association is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Articles of Association must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **TITLE 17. DISSOLUTION. LIQUIDATION**

### **Article 57. Dissolution. Liquidation**

1. The General Assembly can validly pronounce the dissolution of the Association only if (i) at least two-thirds (2/3) of the Full Members are present or represented and (ii) the decision obtains at least a two-thirds (2/3) majority of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be adopted.
2. If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 22 of these Articles of Association, at least one (1) month after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the first paragraph of the present Article and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

3. Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the member of the Management Boards.
4. Upon the dissolution and liquidation of the Association, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the member of the Management Boards shall be deemed to be jointly in charge of the Association's liquidation.
5. The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose.

## **TITLE 18. VARIA**

### **Article 58. Definitions**

When used in these Articles of Association, the below terms shall be defined as follows:

- (a) "Articles of Association" shall mean these Articles of Association as amended from time to time;
- (b) "Associate Members" has the meaning given to it in Article 7 of the Articles of Association;
- (c) "Association" has the meaning given to it in Article 1 of these Articles of Association;
- (d) "Bylaws" has the meaning given to it in Article 52 of these Articles of Association;
- (e) "Chair" has the meaning given to it in Article 35 of these Articles of Association;
- (f) "Concerned Member of the Management Board" has the meaning given to it in Article 34 of these Articles of Association;
- (g) "Conflicting Interest" has the meaning given to in Article 34 of these Articles of Association;
- (h) "Contributors" has the meaning given to in paragraph 3 of 0 of these Articles of Association;
- (i) "Electronic Address" has the meaning given to it in Article 62 of these Articles of Association;
- (j) "Europe" shall mean (i) the European Union, (ii) the European Free Trade Area, (iii) the countries to whom the European Union (abbreviated: "EU") grants the status of candidate countries to the EU and (iv) the countries associated to the European framework programme on research and innovation;
- (k) "Full Members" has the meaning given to it in 0 of these Articles of Association;
- (l) "General Assembly" has the meaning given to it in Article 18 of these Articles of Association;
- (m) "Group of Companies" shall mean a group of legal entities under the same common direct or indirect Control together with the Controlling legal entity, and "Control" shall mean: (to have) the power, whether or not actually exercised, to directly or indirectly direct the management and affairs of another legal entity, through the ownership of more than fifty percent (50%) of the issued and outstanding voting securities of such a legal entity, and/or through the right to elect a majority of the members of the

management body (or of a body corporate with equivalent powers to direct and manage such legal entity) of such legal entity, by contract or otherwise;

- (n) "Horizontal Activities" shall mean the facilitating activities of industry, R&D institutes and public authorities including, but not limited to, standardisation, innovation eco-systems, policy issues, legislation, security and privacy;
- (o) "Internet of Things" or "IoT" shall mean the network of physical objects, devices, vehicles, buildings and other items embedded with electronics, software, sensors, actuators and network connectivity that enables these various objects to collect and exchange data;
- (p) "Joint IP" shall have the meaning given to it in paragraph 5 of 0 of these Articles of Association;
- (q) "Joint Owners" shall have the meaning given to it in paragraph 5 of Article 64 of these Articles of Association;
- (r) "Large-Scale Pilot Projects" shall mean targeted, goal driven initiatives that will propose IoT and Edge Computing approaches to specific real-life industrial/societal challenges beyond laboratory scale and representative for the targeted application;
- (s) "Management Board" has the meaning given to in Article 26 of these Articles of Association;
- (t) "Member(s)" has the meaning given to it in Article 5 of these Articles of Association;
- (u) "Officers" shall mean the members of the Management Board, the Chair, the Secretary, the Treasurer, the members of the Steering Board, the members of the Working Groups and the Secretary General;
- (v) "Ordinary General Assembly" shall have the meaning given to it in 0 of these Articles of Association;
- (w) "Representative" has the meaning given to it in 0 of these Articles of Association;
- (x) "Secretary" has the meaning given to it in Article 35 of these Articles of Association;
- (y) "Secretary General" has the meaning given to it in Article 47 of these Articles of Association;
- (z) "Steering Board" has the meaning given to it in Article 37 of these Articles of Association;
- (aa) "Strategic Research and Innovation Agenda" shall mean the document to be produced by the Steering Board, which defines the overall goals, main technical and non-technical priorities, and a research and innovation roadmap for the Association regarding the Internet of Things;
- (bb) "Treasurer" has the meaning given to it in Article 35 of these Articles of Association;
- (cc) "Vertical Application Areas" shall mean the various application areas identified by the Association as the spearhead subjects around which to build up the IoT and Edge Computing;
- (dd) "Voter" has the meaning given to it in 0 of these Articles of Association; and
- (ee) "Working Group(s)" has the meaning given to it in Article 44 of these Articles of Association.

## Article 59. Notifications

Any notice or other communication under or in connection with these Articles of Association shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Articles of Association, the terms below shall be defined as follows:

- "Regular means of communication" means regular mail or any other means of written communication (including email); and
- "Special means of communication" means registered mail or other means of written communication (including email), with acknowledgment of receipt.

## Article 60. Computation of time

1. For the use of the computation of time limits set out in these Articles of Association, the terms below shall be defined as follows:
  - "Month(s)" mean(s) (a) calendar month(s); and
  - "Calendar day(s)" mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.
2. Any written notice to be given or made according to these Articles of Association, the Bylaws, or any resolution of a body of the Association, shall be effective upon receipt which shall be deemed to have occurred: (i) if delivered by hand, at the time of delivery, (ii) if sent by e-mail, two (2) calendar days after the sending of the email, (iii) if sent by regular mail, three (3) calendar days after the posting of the mail, and (iv) if sent by registered mail, five (5) calendar days after the posting of the registered mail.

## Article 61. Abstentions

For the determination of the voting majorities set out in these Articles of Association, "abstentions shall not be counted" means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote "in favour" nor a vote "against" the proposed decision.

## Article 62. Official electronic addresses

1. The official electronic address (hereafter: "Electronic Addresses") of the Association is as follows:
  - [sg@aioti.eu](mailto:sg@aioti.eu)
2. If a Member, the statutory auditor, if any, or an Officer chooses to send any notice or other communication under or in connection with these Articles of Association to the Association via email he/she shall use one of the Electronic Addresses. All communications made to the Electronic Addresses are deemed to have been validly sent to the Association.



## Article 63. Confidentiality

3. "Confidential Information of the Association" shall include:
  - a) All information developed by the Association or any of its bodies, including but not limited to AIOTI Results; and
  - b) All works in progress of the Working Groups, minutes of General Assembly meetings, minutes of the Management Board and Steering Board meetings, and results of Working Groups.
4. In respect of Confidential Information of the Association, subject to paragraph 7 of the present Article, all Members shall:
  - a) Keep it confidential and use it solely for the purpose or purposes for which it was disclosed; and
  - b) Not publish it or otherwise disclose it to any person other than to those employed by or otherwise linked to the Member or, as the case may be, to the Group of Companies to which the Member belongs, that have a need to know, without the prior consent by the Management Board where it relates to output of the Management Board or is General Assembly related, or, where it relates to the operation or output of the Steering Board, by the Steering Board, unless such Confidential Information is made publicly available by a decision of the Management Board, or, Steering Board respectively, or, where it relates to the operation or output of a Working Group, by the pertaining Working Group. Confidential Information that is placed on the website of the Association, including such part of the website that is restricted to Members only, will be regarded as having been made publicly available.
5. The Members shall ensure that their Representative(s) complies (comply) with the obligation contained in the present Article.
6. For the avoidance of any doubt, the restrictions set out above in the paragraph 4 of the present Article, do not apply to the Contributors, with respect to these Contributor's own contributions to the AIOTI Results.
7. Members and the Representatives may only disclose Confidential Information of the Association if:
  - a) Such disclosure is required by applicable law or by a binding order of a court or regulatory body of competent jurisdiction, but in such case the disclosing party shall be informed, if possible in a timely manner, in order to allow it to apply for a protective order, or equivalent, if available under applicable law;
  - b) The relevant Confidential Information of the Association was lawfully in that Member's or the Representative's possession (without an obligation restricting disclosure) at the time of receipt of such Confidential Information from the Association or relevant body of the Association;
  - c) The Confidential Information has become part of the public domain without breach of this Article; or
  - d) To the extent disclosure is necessary to their professional advisors provided that their professional advisors will have agreed to be bound by terms and conditions no less restrictive than those described in the present Article.



## Article 64. Intellectual Property

1. Any and all copyright to the AIOTI Results resulting from activities of the Steering Board, the Management Board or the General Assembly shall vest in the Association. No other intellectual property rights, including, without limitation, copyright to software and/or any patents, trade secrets and/or other intellectual property rights on any technology, information, data, knowledge and/or know-how, shall vest in the Association.
2. Title to any other intellectual property that may result from activities in the Association, shall be subject to the general applicable rules regarding ownership of intellectual property rights.
3. Copyrights to AIOTI Results generated in Working Groups shall vest in the respective contributors to these AIOTI Results (hereafter: "Contributors") each for their contributed part. Each Contributor herewith grants to the Association and all Members a royalty free, non-exclusive, world-wide copyright licence to use, copy and redistribute all future contributions of the Contributor to such AIOTI Results, both internally and for marketing and other communication purposes, without prejudice to paragraph 2 of the present Article.
4. Without prejudice to paragraph 2 of the present Article, each Member and any of the companies being part of said Member's Group of Companies, if any, is herewith granted a royalty free, non-exclusive, world-wide copyright licence to use, copy and redistribute all current and future AIOTI Results not generated in Working Groups, both internally and for marketing and other communication purposes, it being understood that any such use or redistribution shall make reference to AIOTI'S copyright.
5. In the unlikely event that two (2) or more Members (hereafter: "Joint Owners") or their Representatives would create any information and/or know-how, whether or not protectable under any applicable intellectual property law, during and pursuant to any of the activities of the Association (hereafter: "Joint IP"), such Joint Owners shall enter into good faith discussions in order to agree, among other things, on:
  - An appropriate course of action for filing application(s) for intellectual property rights in such Joint IP, and by whom, in which countries and at whose cost application filing will take place;
  - The remaining rights of Joint Owners relinquishing from the position of Joint Owner;
  - Whether or not to have the right to transfer a Joint Owner's right to the Joint IP to one of its affiliated companies or to a third party; and
  - Whether or not to have the right to bring an action for infringement of any such Joint IP.

## Article 65.      **Varia**

1. Anything that is not provided for in these Articles of Association or the Bylaws, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Articles of Association and the Bylaws, the internal procedures, if any, or any other kind of rules of the Association, these Articles of Association shall prevail.
2. Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association's name and logo(s) in any manner unless they received a prior and written authorisation from the Management Board to do so. Members shall have no claim on the Association's assets.
3. The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Articles of Association are written in Dutch and English, but only the Dutch version shall be the official text.