

EUROBOTICS AISBL BYLAWS

Version: 10/02/2018

Change Record

Revision date	Description	approved
	Initial version after change of Statutes	Extra-GA 2016
2018-01-24	Article 7.8 added	BoD 2018-01-24
2018-02-10	Article 6.6f revised	BoD 2018-02-10

SECTION I: PURPOSE AND DEFINITIONS

1. Purpose of Bylaws

These Bylaws are adopted by the Board of Directors to implement the provisions of the Statutes and to specify operational details of the Association in accordance with Article 21 of the Statutes. In case of discrepancies with the Statutes, the Statutes shall prevail.

2. Definitions

Terms with a capital letter in the Bylaws below have the meaning specified in the Statutes if present there, otherwise as defined in the Bylaws.

For the purpose of these Bylaws the following terms are defined on organisational level:

For Industry Members:

- Industry Members shall be legal entities.
- Company: a commercial entity, which may be independent or partially owned by another company.
- Subsidiary: a company whose parent is a majority shareholder.
- Wholly-owned subsidiary: a company whose parent owns 100% of the subsidiary.
- Holding company: a company owning shares of another company; also referred to as parent company.

For Research Members:

- Research Members do not have to be legal entities.
- Larger entity: a research entity with more than one sub-entity, such as a university with institutes, departments, laboratories, groups.

The terms “affiliate” and “affiliated” mentioned in the Statutes in Article 5.1.5 refer to all the entities mentioned above.

The terms “written”, “in writing” are deemed to include electronic means of communication such as email or web-based communication unless explicitly noted below.

SECTION II: MEMBERSHIP

3. Representation of Members

3.1 Any Member shall indicate in the Membership Application Form at least: the details of the organisation applying for membership; the main contact point and representative of the member organisation; and the legally authorised contact point. A minimum requirement to become a Member is to fill in the fields of the application form that are marked as mandatory.

The Association is entitled to assume that this mandatory information remains valid so long as the Member has not provided updated information in writing to the Secretary-General. It is the responsibility of every Member to deliver timely written notification of any changes in the mandatory information to the Secretary-General.

3.2 The Secretary-General shall maintain an up-to-date register of Members and their representatives and the information set out in Article 3.1 above, reflecting the various categories and subcategories of Members as defined by Article 5 of the Statutes.

3.3 The representative of a Member whose membership is terminated ceases to be a member of the General Assembly at the moment the Member's membership ceases. Any office held by that representative becomes vacant thereby.

If the representative is a Director, the procedure provided in Article 6.8 shall be followed.

4. Membership fees

4.1 Membership fees and any other income will cover the running costs of the Association.

4.2 All Members with voting rights shall pay Membership fees within 30 (thirty) calendar days from the receipt of the invoice issued every year by the Association.

The amount of the Membership fees is calculated on the basis of the formula established in Annex III.

The number of free registrations to the European Robotics Forum (ERF) is correlated to the Membership Fees, not to the turnover/budget category. A Member paying no membership fee or only a reduced fee cannot obtain any free registrations to the ERF.

4.3 The maximum amount of annual fees for HES and RTO members is 5,300 Euro, entitling them to three free registrations to the ERF.

4.4 Information relevant to the membership category and membership fee formula, including turnover or budget, shall be specified in the Membership Application Form and confirmed every year by the Member.

It is the responsibility of the Member to notify the Secretary-General of changes in this information whenever it changes. The Secretary-General may require additional information or justification.

In case of persistent disputes over the amount of the Membership fees, either the Secretary- General or the Member may ask the Board of Directors to determine the amount of the Membership fees.

4.5 The relevant turnover/budget used as part of the determination of the membership fees will be calculated as detailed in the following:

- For a Holding Company: the total of the turnovers of its Subsidiaries with robotics-related activities; the turnovers of Subsidiaries do not have to be taken into account if these Subsidiaries become voting Members of the Association in their own right; this also means that the turnover of a Holding Company can be reduced by the turnover of the Subsidiaries which become voting Members in their own right.
- For an independent company: robotics-related turnover.
- For a Larger Entity (e.g. university): robotics-related budgets of its sub-entities, such as research institutes, departments, laboratories, groups with robotics-related activities; the budgets of these sub-entities do not have to be taken into account if these sub-entities become voting Members of the Association in their own right; this also means that the budget of a Larger Entity can be reduced by the budget of its sub-entities which become voting Members in their own right.

As a rule of thumb, HES and RTO Members are allowed to compute their budget in a similar way to when applying for EC research grants, i.e., the number of full-time equivalent staff working for a Member multiplied by the direct costs associated to a full-time equivalent plus 20% overhead.

4.6 The following Entities may ask the Board of Directors for a reduced amount of Membership fees when applying to become a Member with voting rights:

- a) start-up companies;
- b) small research groups from RTOs and HES, in particular new groups in their phase of establishment;
- c) research groups from new EU member states (which have joined the EU since 1st May 2004 – see Annex II) or from those associated countries (listed in Annex I) which consider themselves lagging behind in capacity and competitiveness with respect to the standards of excellence of the current EU member states.

Membership fees of 250 Euro are considered the absolute minimum. Such members shall re-justify their eligibility for reduced membership fees annually to the Board of Directors.

The application form or the yearly justification shall detail the reasons for granting a lower amount of Membership fees.

The Board of Directors has a discretionary power to decide by simple majority the grant of a reduced amount of Membership fees to an applicant or a Member. Any refusal decision shall be duly motivated.

Members paying a reduced amount of Membership fees do not receive free registrations to the European Robotics Forum.

Start-up companies shall only be entitled to pay reduced Membership fees, if agreed by the Board, for up to a maximum of three years or a shorter period at the Board's discretion.

4.7 The amount of Membership fees for an applicant joining the Association during the financial year shall be pro-rated in 12ths (rounded up to the nearest month).

SECTION III: ORGANISATION OF THE ASSOCIATION

5. General Assembly

5.1 The General Assembly is composed of representatives of all Members with voting rights.

5.2 Except for the election of the Directors and without prejudice to Article 6.6 f), any Member with voting rights shall only have one vote within the category to which they belong: Industry or Research. The method of calculating the majority is described below in Article 5.10.

5.3 Except for the election of the Directors and without prejudice to Article 6.6 f), a Holding Company or a Larger Entity shall by virtue of its own membership have only one vote and be entitled to nominate one representative in the General Assembly.

5.4 A Subsidiary of a Holding Company or a sub-entity of a Larger Entity is allowed to become Member in accordance with the Statutes and these Bylaws, by paying the annual fee, even in case its Holding Company or Larger Entity is already a Member.

5.5 The General Assembly shall preferentially be held at the registered office of the Association.

5.6 Proxy: Members with voting rights are entitled to exercise their voting rights by proxy. The proxy may be an Officer of the Association (e.g. the Secretary General), another Member, or a non-member appointed only as the Member's proxy for the purpose of voting at a General Assembly. The proxy shall be notified in writing (including by electronic means e.g. email or web-based tools) to the Secretary-General, at the latest at the start of the meeting of the General Assembly.

Where proxies are used, suitable arrangements shall be made to enable the weighting of votes as described in Article 10.2.4 of the Statutes and Article 5.10 of these Bylaws.

5.7 Written Resolutions: As stated in Article 10.7.1 of the Statutes, any resolution of the General Assembly may be adopted without holding a meeting, by means of a written resolution prepared by the Secretary-General.

For the avoidance of doubt, *written resolution* includes resolutions taken by electronic means, e.g., by e-mails or web-based tools.

Every written resolution shall be archived in the same manner as all other decisions of the General Assembly and Members without voting rights shall be duly informed.

5.8 The voting procedure shall be valid if the written resolution takes the form described herein. In particular the procedure shall be as follows:

- The President (or the Secretary-General upon request of the President) shall circulate a draft of written resolutions by e-mail or fax to all Members (both Members with voting rights and Members without voting rights). Such a written resolution shall clearly set forth the deadline within which any Member with voting rights is requested to express in the given space, one of the following answers:
 - approval, or
 - rejection, or
 - abstention.
- Members with voting rights shall vote, in the form and by the term specified in the written resolution, but not less than 10 (ten) days from the date of the circulation to the members.
- The Secretary-General in collaboration with at least one Director shall verify, summarise and communicate to all the Members the result of the voting procedure.
- If a Member does not vote within the term requested by the President, such failure shall be deemed as “not participating” in the vote. This shall be taken into account to determine the quorum for this resolution, if necessary.
- The notification of outcome document sent shall contain the text of the resolution(s) submitted and shall attest whether the resolution(s) has/have been approved or rejected, with the list of Members expressing their votes or not participating in the vote.

5.9 The following matters shall only be resolved upon by a physical meeting of the General Assembly:

- Financial resolutions (approval of the annual financial reports and of the budget);
- Election and dismissal of the President, and of the Directors;
- Amendment of the Statutes;
- Dissolution and liquidation of the Association.

5.10 Whatever the form to adopt a resolution, the majority shall be calculated based upon the present and represented Members:

As set out in Article 10.2.4 of the Statutes the weighted vote is 50% for Industry Members and 50% for Research Members.

No weighted vote is applied between subcategories.

6. Board of Directors

6.1 The Board of Directors is composed of representatives of Members with voting rights appointed by the General Assembly.

6.2 Within the limits as set forth in Article 11.1.1 of the Statutes, the General Assembly can vote on the number of Directors in the Board. Each Director is elected for a renewable period of three (3) years.

6.3 At any time, a Director's mandate may be terminated by the following:

- revocation by the General Assembly for serious reasons, with a statement of such reasons, by a resolution passed by simple majority of votes,
- written resignation of the Director,
- exclusion of the Member of which he/she is the representative.

6.4 In accordance with Article 11.1.1 of the Statutes, half of the Directors shall be elected by Industry Members (hereinafter: "Industry Directors") and the other half by Research Members (hereinafter: "Research Directors").

6.5 The Members shall strive to have a representative of each subcategory specified by the Statutes on the Board of Directors. In particular:

- a) Industry Directors represent at least the following subcategories as defined in Article 5 of the Statutes:
 - minimum one (1) Director represents Robot Manufacturers-large Companies;
 - minimum one (1) Director represents Robot Manufacturers-SMEs, where "SME" stands for small and medium-sized enterprises - as defined in EU law: EU recommendation 2003/361;
 - minimum one (1) Director represents Partner Companies;
 - minimum one (1) Director represents Partner Companies-end users;
- b) Research Directors represent at least the following subcategories as defined in Article 5 of the Statutes:
 - minimum one (1) Director represents HESs;
 - minimum one (1) Director represents RTOs.

Should no candidate be available for a position as Director representing one of the above mentioned subcategories, the position should be left empty during election. After the elections the position is to be filled with a Member representative appointed upon proposal from the Industry or Research Directors, depending on which subcategory is concerned.

6.6 In accordance with the procedure defined Article 10.2 of the Statutes, the Directors are elected by the General Assembly as follows:

- a) Each of the Members with voting rights may propose one candidate, by notice sent to the Secretary-General within one week after the receipt of the letter or e-mail convening the General Assembly for an election. The proposal notice shall at least include the curriculum vitae of the candidate. The proposed candidate shall belong to the same category as the proposing Member.
- b) Any applicant for membership, which, by resolution of the Board of Directors in accordance with Article 6.5 and without prejudice to Article 10.3 of the Statutes, has been provisionally admitted to the Association as provisional Member (hereinafter "Provisional Member") may propose

a candidate, provided that the Provisional Member becomes a Member before the General Assembly resolves upon the appointment of Directors.

- c) After receiving the proposal notices for candidates, the Secretary-General forms two lists of candidates reflecting the two categories of Members (Industry Members and Research Members), highlighting for each candidate which subcategory he/she represents;
- d) Within one week before the date of the General Assembly, the Secretary-General shall communicate to the Members and to Provisional Members, if the case may be, the lists of candidates designated, which shall be submitted to the vote of the General Assembly;
- e) The number of Directors to be part of the Board of Directors is decided by the General Assembly. Members of the General Assembly, separated into Industry Members and Research Members, shall simultaneously vote on the designated candidates of their respective category.
- f) Each Member with voting rights may cast a number of votes equal to the number of Directors to be elected in the Member's category. . . Each Member with voting rights may cast a number of votes equal to the number of Directors to be elected in the Member's category. A member may not cast more than one vote for each candidate.
- g) The candidates for Director are ranked, in each category, Industry and Research, as follows:
 - candidates are ranked by the number of votes obtained from Members;
 - ties in this initial ranking are separated by a second vote among the Members of the same category.
- h) Candidates are elected as follows, independently for the Industry and Research representatives. "Mandatory Board positions" are those defined by the representation requirements of Article 6.5:
 - The top-ranked remaining candidate able to fill an open mandatory Board position is repeatedly selected, until there remain no mandatory Board positions to fill.
 - Candidates are then selected in decreasing rank order to fill any remaining positions.
 - Candidates who remain unelected by this process are the "not elected" candidates eligible for the procedure of Article 6.8 below.
- i) Each year, one third of the Board of Directors shall be elected, on a first in, first out basis.
- j) In order to transition from the electoral cycle that existed prior to the 2016 change of these Bylaws to the new electoral cycle, in 2017, two thirds of the 2016 Board of Directors shall be retained (drawn by lots); in 2018, one third of the 2016 Board of Directors shall be retained (drawn by lots).

6.7 If the number of Directors falls below the necessary number for each category or subcategory mentioned above, due to resignation, death or

dismissal of a Director, the Member which previously designated said Director has the right to fill the vacancy by designating a new Director. This appointment shall be approved or rejected on reasonable grounds by the Board of Directors and confirmed by the following General Assembly. The term of the new Director shall be the same as the remaining unexpired term of the replaced Director.

6.8 If a Director ceases in office due to resignation, termination of his employer's Membership or dismissal from the Board of Directors, the Board of Directors may replace him or her for the remaining unexpired term of the replaced Director, as follows:

- a) with a respected colleague from the membership representing the same category of member as the previous Director.
- b) with an unelected candidate at the previous elections to the Board of Directors, who will still accept the position, starting with the candidate who received the highest number of votes, representing the same category of members as the previous Director.

6.9 If the proportion of Directors elected by the General Assembly falls below 50%, through the operation of Articles 6.7 and 6.8, the mandate of the Board of Directors is revoked. Another General Assembly shall be convened for the election of a new Board of Directors with the above mentioned procedure.

6.10 The Board of Directors shall meet as frequently as necessary, but at least three times per year.

A written notice stating the place, date, time and the agenda of the meeting shall be sent fifteen (15) days in advance by the President, by one of the two Vice-Presidents, or by the Secretary-General under prior request from the President or one of the two Vice-Presidents.

The Directors are not authorised to take decisions on questions not included in the agenda circulated with the notice, unless the meeting unanimously decides otherwise.

In case a Director cannot attend the meeting, he/she can either appoint another Director preferably from the same membership category, or a colleague from the same Member acting as his/her unique and well-briefed deputy, or the President, or the Secretary General as his/her proxy holder as specified in Article 5.6. The proxy shall be notified in writing (including by electronic means) to the Secretary-General.

In any case, a Director is not allowed to be absent for two Board of Directors' meetings in a row. Should this happen without valid explanation this is considered a serious reason for which a Director's mandate may be terminated in accordance with Article 6.3, first bullet point hereof.

Minutes of all meetings of the Board of Directors shall be prepared by the Secretary-General. If the Secretary-General cannot be present, a suitable rapporteur shall be appointed by the Directors present.

Not later than ten (10) days from the date of any Board of Directors' meeting, the Secretary-General or the appointed rapporteur shall prepare and circulate the minutes to all Directors for comments to be received within ten (10) working days of the date of such circulation. If no comments are received by this deadline, the minutes are considered approved. If comments are received, the minutes will be revised and circulated again for approval only if the meaning of the minutes has changed. The Secretary-General will circulate the final official minutes and archive them when the deadline for comments has passed without any further comment.

6.11 As set out in Article 11.3.4 of the Statutes, any resolution of the Board of Directors may be adopted without holding a meeting by means of a written consent of the Directors in lieu of a meeting.

For the avoidance of doubt, *written resolution* includes resolutions taken by electronic means, e.g., by e-mails or web-based tools.

Such decisions shall be archived in the same manner as all other decisions of the Board of Directors.

The voting procedure shall be valid if the written resolution takes the form herein described.

In particular, the procedure shall be as follows:

- the President, or one of the two Vice-Presidents or Secretary-General shall circulate a draft of the written resolution by e-mail or fax.
- Such a written resolution shall clearly set forth the deadline within which any Director is requested to express one of the following answers:
 - approval, or
 - rejection, or
 - abstention.
- The Directors shall vote upon the written resolution in the form and by the term requested in the written resolution, but not less than 10 (ten) days from the date of initial circulation to the Directors.
- The Director(s) that have not voted within the term requested shall be deemed as not participating in this particular resolution. This shall be taken into account to determine the quorum for this resolution, if necessary.
- The Secretary-General, shall then verify, summarise and communicate to all the Directors the result of the voting procedure by sending a document containing the text of the resolution(s) submitted and attesting whether the resolution(s) has/have been approved or rejected, with the list of Directors expressing their votes or not participating in the vote.

6.12 Conference call or video conference and other communication means shall be determined by the Board of Directors.

6.13 The Board of Directors may constitute an Executive Team. The purpose of the Executive Team is to act promptly in all executive matters of daily importance to the Association, under responsibility of the Board of Directors

and subject to Article 11 hereof, in concert with the President, Secretary-General and EUROBOTICS Office, to assist the Board of Directors with the preparation of documents and decisions, and to provide a flexible, senior resource for the management and execution of Board matters. The Executive Team shall comprise six Directors including the Vice-Presidents and the Treasurer.

The Executive Team shall meet every two weeks or more often as required, in person or using suitable telecommunication means.

It is expected that Executive Team members may be required to work up to one day per week (in aggregate) for the Association over and above the normal level of Board work and, so as not to prejudice the ability of certain Directors to become Executive Team members, the Board of Directors shall have the right to compensate Executive Team members or their employers for this time, pro-rated in accordance with Article 18.6 of the Statutes. Each member of the Executive Team wishing to receive such remuneration shall submit on a quarterly basis a signed, detailed record of time worked to EUROBOTICS Office for approval prior to any such compensation. EUROBOTICS Office shall make payment of each claim within 5 business days following the approval of each claim for compensation by the Board of Directors. The Executive Team members shall endeavour to minimise the amount of work for which they are compensated by liaising with the Secretary-General to utilise EUROBOTICS Office staff to support Executive Team activities where appropriate and practical.

Each Executive Team member shall be responsible for the execution of tasks allocated to him/her by agreement within the Executive Team. If a member of the Executive Team is unwilling or unable to ensure the successful execution of reasonable tasks allocated to him/her, by being unable to expend sufficient time and effort up to one day per week in aggregate and on average, the Executive Team may request the Board of Directors to replace that Executive Team member by any selection means deemed reasonable by the Board of Directors.

Each member of the Executive Team shall serve for a renewable period of maximum three (3) years. Each year, latest at the end of their 3-year term, two members of the Executive Team (including one of the Vice-President Industry, the Vice-President Research or the Treasurer, in a rolling cycle) shall resign (or stand for re-election) and shall be replaced (or re-elected) by the Board of Directors, from the Directors. New members of the Executive Team shall preferably have served on the Board of Directors for at least the preceding year.

While the Board of Directors shall have final authority on all matters within its areas of competence as set out in Article 11.2 of the Statutes, the Executive Team shall be empowered, in urgent circumstances and subject to Article 11 hereof, to act without prior reference to the Board of Directors, and always in the best interests of the Association.

The Executive Team shall report to the Board of Directors on activities carried out by the Executive Team within its mandate per this Article and Article 11 hereof, as frequently as necessary, but at least at each Board Meeting, and

shall be directed in its activities by the Board of Directors at each Board Meeting.

The Board of Directors shall have the right to dissolve the Executive Team.

Transitional arrangements. The first Executive Team shall be proposed by the Vice-Presidents and appointed by the Board of Directors. Thereafter, to transition to the routine arrangements specified in this Article, in the first year following the constitution of the Executive Team, lots shall be drawn and one of the Vice-Presidents or the Treasurer, plus one other Executive Team member will resign or stand for re-election to the Board of Directors and the Executive Team. In the second year, lots shall be drawn by the remaining Vice-President or the Treasurer and the remaining two Executive Team members and those selected will resign or stand for re-election to the Board of Directors and the Executive Team.

7. Topic Groups

7.1 The Topic Groups (TGs) of EUROBOTICS are the main centres of activity within the Association. They shall always be involved in the preparation of the Strategic Research Agendas and roadmaps issued by the Association, as well as in their final endorsement before their approval by the Board of Directors. Topic Groups may focus on sector-specific or cross-disciplinary issues, on supply-chain or end user oriented topics, on technological or application-oriented issues or on any other specific matters related to robotics, as outlined in Article 12.2 of the Statutes. Topic Groups may also be established to deal with matters important to the development of the Association not otherwise covered by other Topic Groups. Each Member is expected to contribute actively to at least one Topic Group, by designating its experts as members of the relevant Topic Group. The operational details of the functioning of the Topic Groups are further detailed in the following.

7.2 Topic Groups are established or dismissed by the Board of Directors by simple majority vote.

7.3 A Topic Group Chair (TG Chair) is elected for a renewable period of two (2) years from amongst the Members who are Topic Group members.

7.4 The TG Chair will represent the Topic Group towards the Board of Directors and report annually and upon request to the Board of Directors about the activities of his/her TG.

7.6 The re-election of a TG Chair may be initiated on a motion supported by at least 30% of the Members of a Topic Group put to the President or Vice-Presidents.

7.7 The President or Vice-Presidents may release a TG Chair from his/her position upon his/her written request and initiate a re-election.

7.8 Topic Groups produce results which are beneficial to the Association, to a broad set of its Members, and to the community as a whole. Opportunities arise from time to time to develop and exploit the results of Topic Group activities for the benefit of the Association and its Members and for the wider

community, with activities which extend beyond the regular remit of Topic Groups.

Members who identify such development and exploitation opportunities are expected to inform the Topic Group Chair of the appropriate Topic Group so that the Association can consider the opportunity with a view to the Association developing and exploiting each such opportunity and deciding how to do so.

8. EUROBOTICS OFFICE

8.1 The EUROBOTICS Office may be created by the Board of Directors to execute the daily management of the Association and to support the Directors and the Secretary-General in his or her tasks as defined below in Article 9.

8.2 The budget for the EUROBOTICS Office is decided by the Board of Directors in line with the budget of the Association.

8.3 The expenditures of the EUROBOTICS Office shall be reported to, and overseen by, the Board of Directors. Reports and all other relevant information may be requested by the Board of Directors at any time from the Secretary-General.

8.4 The EUROBOTICS Office operates under the authority of the Secretary General and may be dismissed and replaced by the Board of Directors upon proposal of the Secretary-General.

9. Secretary-General

9.1 The Secretary-General is employed and dismissed by the Board of Directors and cannot be a Director. Until a Secretary-General is appointed, the Board of Directors shall carry out the duties of the Secretary-General as set forth in this Article 9.

9.2 The Secretary-General is responsible for the day-to-day administrative management of the Association.

9.3 The Secretary-General operates in accordance with the general guidelines he/she receives from the President of the Association and under the supervision and authority of the Board of Directors. The Secretary General shall cooperate with the Treasurer pursuant to Article 16 of the Statutes.

9.4 Duties of the Secretary-General include the following tasks, but are not limited to them:

- a) representing the Association at events as agreed with the Board of Directors and in coordination with the President of the Association;
- b) acting as internal and external contact point;
- c) collecting and distributing information internally and externally;

- d) preparing, coordinating and following-up the meetings of the Board of Directors and the General Assembly in coordination with the President of the Association;
- e) conducting and coordinating publications of the Association;
- f) conducting and coordinating public relations;
- g) maintaining the Association's website;
- h) promoting European robotics, in particular the Strategic Research Agenda including its annexes and future updates;
- i) organising EUROBOTICS meetings, in particular the annual European Robotics Forum (ERF);
- j) organising the European Robotics Week;
- k) keeping in touch and cooperating with related Associations and European Technology Platforms;
- l) managing all matters related to Membership and administration of the Association;
- m) collecting and administering the Membership fees;
- n) creating annually or upon request activity reports for various audiences;
- o) preparing a draft annual budget of the Association and a draft of the financial reports and Association's accounts to be revised by the Treasurer and then submitted to the Board of Directors before the approval of the General Assembly;
- p) management of relations with Topic Groups.

9.5 The EUROBOTICS Office shall support the Secretary-General in performing the above mentioned tasks and providing related services.

9.6 The Secretary-General shall have the right to attend the meetings of all bodies and groups of the Association without voting rights.

9.7 The Secretary-General shall carry out his/her duties with strict impartiality.

9.8 All information pertaining to the Association is confidential and the Secretary-General shall keep such information confidential when performing his/her duties.

9.9 The expenditures of the Secretary-General will be reported to, and overseen by, the Board of Directors. Reports and all other relevant information may be requested by the Board of Directors at any time.

9.10 The Secretary-General shall manage the association budget so that it remains positive. If it is apparent that the Association is insolvent or close to insolvency, the Secretary-General shall inform the President and the Treasurer.

The Secretary-General together with the President and the Treasurer shall elaborate a plan including suggestions to return to solvency. When elaborated, the President shall convene a meeting of the Board of Directors and, if necessary, a meeting of the General Assembly.

9.11 The Secretary-General may represent the Association in matters that have been approved by the Board of Directors, whenever such matters may validly be delegated by the Board.

10. EUROBOTICS President, Vice-Presidents, Treasurer

10.1 Following the suggestions of the Board of Directors, the General Assembly elects a President, two Vice-Presidents and the Treasurer for a renewable period of three (3) years in accordance with Articles 15 and 16 of the Statutes. These persons are preferably experienced members of the Board of Directors.

The President and the Vice-Presidents may not at the same time be the Secretary-General or Treasurer.

10.2 According to Article 11.1.2 of the Statutes, the President is not a member of the Board of Directors. The President does not have a casting vote in the event of a tie upon votes of the Board of Directors or upon votes at the General Assembly.

10.3 Election of President, Vice-Presidents and Treasurer

The two Vice-Presidents shall be nominated from among the Board of Directors as follows:

- Vice-President Industry: a Director representing an Industry Member proposed by the majority of Industry Directors,
- Vice-President Research: a Director representing a Research Member proposed by the majority of Research Directors.

During the meeting of the Board of Directors convened for selection of the President, Vice-Presidents and/or Treasurer to be nominated to the General Assembly, each Director may propose a candidate for:

- President (inside or outside the Board of Directors)
- Vice-President (inside the Board of Directors and belonging to the same category as the proposing Director)
- Treasurer (inside the Board of Directors)

The Board of Directors shall choose the President and the Treasurer to be nominated to the General Assembly, among the proposed candidates, by simple majority.

Likewise, Industry Directors shall choose by simple majority the Vice-President Industry, and Research Directors shall choose by simple majority the Vice-President Research.

In case the General Assembly does not approve either the President, the two Vice-Presidents or the Treasurer proposed by the Board of Directors, the Board of Directors shall propose other persons following the procedure above.

11. Financial Limits

11.1 The budget is prepared by the Executive Team, if constituted, and / or the Secretary-General, under the responsibility of the Board of Directors, revised by the Treasurer, adopted or rejected by the Board of Directors and approved by the General Assembly.

11.2 The General Assembly has unlimited authority to approve any revenue or capital expenditure within or outside of the budget as well as multi-year commitments (such as leases, incurrence of debt, hire, purchase...). The General Assembly delegates financial authority to the Board of Directors and the Secretary General according to the following rules:

- The Board of Directors has unlimited delegated authority to approve both revenue and capital expenditure within the budget.
- The Board of Directors has delegated authority to approve expenditure outside the budget or multi-year commitments of up to 50,000 €, with an annual limit of 200,000 € in case of revenue and an annual limit of 100,000 € in case of capital.
- The Secretary General has delegated authority to approve both revenue and capital expenditure of up to 20,000 € within the budget.
- The Secretary General has delegated authority to approve revenue expenditure of up to 1,500 € outside of the budget with an annual limit of 20,000 €.

11.3 Within the Executive Team, if constituted, the following rules apply:

- Any one member can approve expenditure up to 5,000 €
- Any two members can approve expenditure up to 10,000 €
- Any four members can approve expenditure up to 20,000 €
- With unanimous decision of all members of the Executive Team expenditure for any other amounts can be approved within the limits prescribed for the Board of Directors in Article 11.2 hereof.

If an Executive Team is not constituted, the following rules apply:

- Any of the following persons can approve expenses below 5,000 €: the President, each of the Vice Presidents, the Secretary-General or the Treasurer.
- Any two of the following persons can jointly approve expenses from 5,000 € to 10,000 €: the President, each of the Vice Presidents, the Secretary-General or the Treasurer.
- The President can approve expenses below 20,000 € jointly with either of the Vice-Presidents or the Treasurer.
- Expenses of 20,000 € and above can only be approved by resolution of the Board of Directors.

11.4 The following expenses policy and chain of approval must apply at all times:

- The Secretary-General approves all staff and Board of Director expenses.
- The Treasurer approves the Secretary-General's expenses.
- The Board of Directors approves the Executive Team remuneration (if any).
- All expenses of Secretary-General, Executive Team and Board of Directors are published annually to the General Assembly.

SECTION IV: CONFIDENTIALITY

12.1 Any representative of the Members, Directors or employees of the Association shall maintain the strictest confidentiality concerning transactions and data of the Association.

12.2 They agree that all information, data and documents disclosed by the Members to each other in connection with the Association or developed for the purposes of the Association shall be kept secret and confidential; shall not be used other than for the purpose of the Association; and shall not be disclosed to any third party without the prior written consent of the other Members except if required to do so by law or by an order of any court of competent jurisdiction.

12.3 The obligations of confidentiality set out in this Article shall not apply to information that at the time of disclosure was publicly known without unlawful act of the Members, or that was received legitimately in good faith from a third party without obligation of confidentiality.

These obligations remain for a period of five years after the person concerned ceases to work for or with the Association.

SECTION V: LANGUAGE

13.1 The official version of these Bylaws is English. In case, this Bylaws need to be drafted in French, under the Belgian Laws, it is in any case understood that the English version in case of discrepancies between the two versions shall prevail.

Annex I: List of European countries (status quo on 29 January 2016)

see also: <http://europa.eu/about-eu/countries/member-countries/>

EU member states (“EU-28”):

- Austria
- Belgium
- Bulgaria
- Croatia
- Cyprus
- Czech Republic
- Denmark
- Estonia
- Finland
- France
- Germany
- Greece
- Hungary
- Ireland
- Italy
- Latvia
- Lithuania
- Luxembourg
- Malta
- Netherlands
- Poland
- Portugal
- Romania
- Slovakia
- Slovenia
- Spain
- Sweden
- United Kingdom

Associated countries – with science and technology cooperation agreements that involved contributing to the framework programme budget:

(see document “h2020-hi-list-ac_en.pdf” dated December 1st, 2015 available at http://ec.europa.eu/research/participants/data/ref/h2020/grants_manual/hi/3cpart/h2020-hi-list-ac_en.pdf)

- Albania
- Bosnia and Herzegovina
- Faroe Islands
- the former Yugoslav Republic of Macedonia
- Iceland
- Israel
- Moldova
- Montenegro
- Norway
- Serbia
- Switzerland
- Turkey
- Ukraine

Annex II: List of new EU member states joining the EU after 1 May 2004 (status quo on 29 January 2016)

Especially Members from new EU member states may benefit from a reduced Membership fee as stated in Article 2 of these Bylaws. For the purpose of these Statutes and Bylaws these new EU member states are:

- Bulgaria
- Croatia
- Cyprus
- Czech Republic
- Estonia
- Hungary
- Latvia
- Lithuania
- Malta
- Poland
- Romania
- Slovakia
- Slovenia

Annex III: Membership fees

Turnover / budget category	Membership Fees	Number of free registrations to the European Robotics Forum (ERF)
<= 2 Mio Euro	999 Euro	1
> 2-10 Mio Euro	2,700 Euro	2
> 10-50 Mio Euro	5,300 Euro	3
> 50-100 Mio Euro	10,500 Euro	4
> 100 Mio Euro	15,800 Euro	5