

# STATUTES

## R+D+4i Project Euro Action Group Association

### Chapter I. Name, Registered Office and Purpose

#### *Article 1 Name*

1. This entity is constituted under The R+D+4i Project Euro Action Group Association name. Its activities shall be regulated under the 4/2008 law of 24 April, in the third book of the Codi civil de Catalunya, on legal persons; the organic Law 1/2002 of 22 March, on the right of association and its statutes.

2. The R+D+4i Association Project Euro Action Group (hereafter referred to as the Association) is constituted with an unspecified duration.

#### *Article 2 Registered Office*

1. The Association's registered address is established in Barcelona, in Via Laietana Street 39, 08003, Barcelona. This may be transferred to any other location in the city if so deemed appropriate by the General Assembly (by a favourable majority of two thirds of the votes of ordinary or represented Members). The change of address shall be communicated to Members within a month from the date of agreement to the change of address.

2. Regardless of its registered address, the Association may open sub-offices in any city in each of the European Union Locomotive Economic Regions or EULER participating in the R+D+4i Project.

3. The approval of the opening of new sub-offices shall require favourable majority of two thirds (2/3) of the votes of regular or associated Members present or represented at the General Assembly.

#### *Article 3 Goals of the Association*

1. The goals of the Association consist of the full development of the R+D+4i Project according to its purposes and following criteria:

2. The purpose of the R+D+4i Project is to face the challenges to the economy of the European Union (EU) that arise from globalisation. The project has been created by the most advanced economical regions in Europe, which contribute greatly to the wealth created in the EU. The concept of EU Locomotive Economic Region takes into account the most prominent homogeneous areas of development in the European Union, under certain socio-economical parameters: (i) important contribution to the UE GDP, (ii) clear internal cohesion, (iii) widely recognised identity, (iv) business-orientated economy, (v) tangible and diversified business activity fields, (vi) economical openness, and (vii)

leadership in the following six factors of excellence that constitute the R+D+4i Project:

- Research, (R)
- Development (D)
- Innovation, Identity, Impact and Infrastructure (4i)

The Project's purpose is to foster progress in the EU through the aforementioned R+D+4i concepts.

3. The philosophy of the R+D+4i Project is inextricably linked to the introduction of the New Business Culture (NBC). This New Culture shall complement the scientific management with people's behaviour and self-affirmation management and conceives business as a cognitive polycentric being –which wraps the process- in which everyone contributes ideas and, as a consequence, provides a high quality level and a creative and participative added value to the manufactured product or service, thus rendering them highly competitive. The implementation of this New Business Culture is essential to face the challenges posed by a global economy which demands high competitiveness levels.

4. Europe urgently needs to incorporate this wide-ranging philosophy if it is to succeed against globalisation and the challenges of Asian and American competition. The main purpose of the Project is to start a European Action Group which works on the R+D+4i and NBC concepts, based on the following social and institutional triumvirate:

- Business associations
- Professional associations
- Academic and scientific world, such as universities, business schools, research centres and humanistic foundations or similar

5. This triumvirate shall be constituted in each of the EU Locomotive Economic Regions (EULER) which participate in the R+D+4i Project. Each EULER shall develop its own structural organisation within the Project, from the corresponding Association sub-office.

The Project aims to create a framework which drives competitiveness in the European Union through a powerful EULER network; to issue reports on new developments; to comparatively assess the current situation; to suggest an Action Plan with future improvement measures; to hold regular conferences on a wide range of subjects; to reach conclusions and made them known to the corresponding authorities; to oversee the application of the suggested proposals.

6. The Project is structured in four-year cycles. Each cycle includes an action plan consisting of five parts:

- Analysis of the competitiveness level of the EULER network
- Drawing of the Action Plan
- Conference on the R+D+4i Project/Approval of the Action Plan and adoption of a Final Declaration
- Publishing of the Conference Papers
- Follow-up of the application of the main Action Plan guidelines

The purpose is to analyse the behaviour of the EULER network in the context of global competition, identify what the European Union should do to foster economical and social development and adequately face the existing challenges. The key factors to be competitive in a global economy shall be identified at EULER network level in order to suggest future measures to be applied to the whole European Union.

7. The Action Plan suggestions shall be based on:

- The best results, within the EULER network, of the indicators into which the six factors of excellence have been divided
- The challenges and opportunities of the global economy

In this sense, the objectives are:

- To define an Action Plan to improve EU competitiveness based in the EULER network and the R+D+4i/NBC factors
- To publish, every four years, a relevant Report (including the Action Plan and the Final Declaration)
- To spread the Report through conferences, congresses, seminars, symposiums and other actions all over the EU
- To oversee, during each cycle periods (4 years), the progress made as a consequence of the implementation of the Action Plan suggestions

8. The objective of the suggestions in the Action Plan is to make business people, society and public administration aware, and help unfold a widespread improvement programme within the EU to foster business and administration competitiveness.

9. The recommendations made by the European Action Group shall be made to the corresponding institutions and political decision-makers.

All the EULER participating in the project shall establish a permanent Secretariat that shall act as Association sub-office to coordinate and control activities in the following cycles, within the territorial area under their jurisdiction.

10. At the time of constituting the Association, the European Union Locomotive Economic Regions that have joined the project (R+D+4i Project Euro Action Group) are:

- Catalonia
- Finland
- Flanders
- Lombardy
- North Rhine - Westphalia
- Rhône-Alpes

In any case, each EULER shall contribute, at least, around 1% of EU's GDP. In the big states, the EULER shall be main contributors to their GDP. To avoid the distortions of the "headquarters" effect in these states, capital cities shall be excluded.

The incorporation of other EULER to the project shall be suggested by the Executive

Board and approved by the General Assembly with two thirds (2/3) of the votes of regular Members present or represented.

Catalonia shall be the host EULER for the first four-year cycle.

11. In order to carry out the objectives of the Association, it shall be able to perform the following tasks, among others:

- Conducting scientific studies on research development, innovation, identity, impact and infrastructure of all kinds, as well as technical, socio-economic and environmental studies
- Organizing all kinds of conferences, symposia, meetings, seminars and work groups with regard to the studies mentioned above
- Promoting new management and improving techniques for the overall value-added chain
- Encouraging contacts and information exchanges between its Members
- Enabling the joint representation of Members in specialized exhibitions and shows
- Creating an R+D+4i Forum in its website, as a meeting point for Members of the Association so that they can exchange suggestions, share information and establish cooperation channels
- Acting as a meeting point between business, professional, and educational institutions, including scientific and humanistic entities, as well companies and as individuals interested in participating in the R+D+4i Project development.

12. In all the activities, objectives and actions carried out by the Association the own profit is excluded.

13. The Association shall offer its cooperation and facilitate the information it deems necessary for the fulfilment of its objectives to the European Commission and the governments of Member states and regions.

## **Chapter II. Members of the Association, rights and duties**

### *Article 4 Legal persons Members*

1. All legal persons, public or private, who freely and voluntarily take interest in the Association's objectives, shall be able to be part of it. Specifically, the following entities may become Members of the Association, in each EULER involved in the Project:

- Business associations
- Professional associations
- Academic and scientific centres, such as universities, business schools, research centres and humanistic foundations or similar.

2. There shall only be two types of Members: regular and associated, legal persons, in all cases. All Members, both private and public entities, shall observe the following rules:

- a) The entry application has to be granted by the corresponding body.
  - b) The rules governing the legal person applying shall not rule out the possibility of being part of an association.
  - c) To become part of the Association a written application shall be submitted to the Executive Board, who shall make a decision on the application in the first meeting held and shall communicate its decision in the following General Assembly, for its awareness.
3. Companies and Individual collaborators shall also be admitted, who shall not be considered Members, as specified in the conditions further on in this document.
  4. The minimum number of Members shall be five (5).
  5. Members, regulars and associated, will contribute to the maintenance of the Association by paying the annual economical contribution. Exceptionally, the Executive Board will accept that some members, because of statutory reasons, can neither participate nor economically contribute to others entities, will be able to collaborate with the Association, in order to pay their contribution in kind or by contribution with services with a value equivalent to the economic annual quote.

#### *Article 5 Regular Members*

1. Each regular Member, as legal person, shall nominate a delegated person who shall represent them within the Association. To this effect, each Member shall have to submit to the Association a document which authorizes his/her representative to act on its behalf in the Association. This document shall have to specify the names, surnames and ID card or passport number of the person chosen as representative, as well as the business name, the legal form and the registered office address of the Member. Each regular Member shall only be able to have one representative.
2. The representative of a regular Member shall have the right of participation and of vote in the General Assembly, at the rate of three (3) votes per each regular Member he/she represents. The general Member, through its representative, shall have the right to be chosen President, Vice-president, Executive General Secretary, Associate General Secretary, Treasurer or councillor of the Executive Board and be part of the commission and work groups that may be formed.
3. Regular Members shall pay the subscription determined by the General Assembly.
4. The annual economical contribution may be between a minimum of 500 Euros and a maximum of 5.000 Euros, to be determined by the General Assembly for each year.
5. The status of regular Member cannot be transferred under any circumstances, to another association, institution, foundation or individual person.

#### *Article 6 Associated Members*

1. Each associated Member, as legal person, shall nominate a delegated person who shall represent them within the Association. To this effect, each Member shall have to submit to the Association a document which authorizes his/her representative to act on its behalf in the Association. This document shall have to specify the names, surnames and ID card or passport number of the person chosen as representative, as well as the

business name, the legal form and the registered office address of the associated Member. Each associated Member shall only be able to have one representative.

2. The representative of an associated Member shall have the right to participate with one vote (1) in the General Assembly. The associated Members, represented by their representatives, shall only be able to be elected councillor of the Executive Board and shall be able to attend the meetings as councillors.

3. The representatives of associated Members shall also be able to be part of the commissions and the work groups and participate actively in the development of the Project.

4. The associated Members shall pay the 25% of the annual subscription established by the General Assembly for regular Members.

#### *Article 7 Collaborator members*

##### *a) Companies Collaborator*

1. The Companies that may wish to participate in the project and take active part in the Association activities may become Association Collaborators. Company Collaborators, shall have the right to participate – without vote – in the General Assembly if they are summoned by the Executive General Secretary.

2. The Company Collaborators cannot be elected a President, Vice-President, Executive General Secretary, Associate General Secretary, Treasurer or Councillor of the Executive Board.

3. However, Company Collaborator can take part in the commissions and the work groups created by the General Secretariat and participate actively in the development of the Project. They can only attend the meetings of the Executive Board – without vote – if they are summoned by the Executive General Secretary.

4. Company members shall pay as a minimum the same annual subscription established for regular members.

##### *b) Individual Collaborators*

1. The individuals who may wish to participate in the project and take active part in the Association activities may become Association collaborators. Individual collaborators, as individuals, shall have the right to participate -without vote- in the General Assembly if they are summoned by the Executive General Secretary.

2. The individual collaborators can not be elected as President, Vice-president, Executive General Secretary, Associate General Secretary, Treasurer or councillor of the Executive Board.

3. However, collaborators can take part in the commissions and the work groups created by the General Secretariat and participate actively in the development of the Project. They can only attend the meetings of the Executive Board –without vote- if they are summoned by the Executive General Secretary.

4. Individual Members shall pay the 5% of the annual subscription established for regular Members.

## *Article 8 Sponsors*

1. Those companies and institutions, as well as individuals who wish to become Sponsors can do so. These Sponsors have to be accepted by the Association Executive Board and their incorporation has to be approved by the General Assembly. Sponsors can be invited to attend the meetings of the General Assembly without right to vote.
2. Sponsors can also be invited to participate without right to vote in the meetings of the Executive Board through the summon of the Executive General Secretary. They can not be elected as President, Vice-president, Executive General Secretary, Associate General Secretary, Treasurer or councillor of the Executive Board, except if they are –at the same time- regular Members or associated Members of the Association.
3. Regular Members, associated Members and individual collaborators can also become Sponsors if they are accepted by the Executive Board and approved by the General Assembly. In this case, their contributions shall be at least double of what regular Members have to contribute as determined by the General Assembly for each year.
4. The value of their economical contributions is unlimited and shall be made depending on activities (regular or extraordinary of the Association) or specific studies of the Project. The contributions may be periodic or punctual.

## *Article 9 Member's rights*

1. The rights of regular and associated Members are:
  - a) To attend the meetings of the General Assembly with right to vote
  - b) To elect or be elected for positions of representation or management positions
  - c) To act as representatives if so asked
  - d) To intervene in the governance and administration, in the services and activities of the Association, under the legal and statutory regulations
  - e) To present to the General Assembly and the Executive Board any ideas which may contribute to improve the working of the Association and render more effective the fulfilment of the basic social objectives
  - f) To demand and receive explanations on the administration and management of the Executive Board and the Association representatives
  - g) To be heard before the application of disciplinary measures
  - h) To receive information regarding the Association activities
  - i) To use the common services that the Association may have or put into place
  - j) To be part of the commissions and work groups
  - k) To have a copy of the Statutes
  - l) To access the archives of the Association

2. Company collaborators and Individual collaborators and Sponsors shall have the rights specified in these Statutes and/or the System of Internal Rules and Regulations approved by the Executive Board and the Assembly.

#### *Article 10 Member's Duties*

1. The duties of regular and associated Members are:

- a) To commit to the goals of the Association and actively participate in meeting them
- b) To contribute to the Association with the payment of subscriptions, extra charges and other economical contributions specified in the Statutes and approved under them
- c) To observe the rest of obligations that the Statutes specify
- d) To comply with the agreements adopted by the Association's governing bodies

2. The Company Collaborators, individual collaborators and Sponsors shall fulfil the duties and obligations specified in these Statutes and/or the System of Internal Rules and Regulations approved by the Executive Board and the Assembly.

#### *Article 11 New Members and cancellation of membership*

1. The application to become regular Member or associated Member, as well as collaborator or Sponsor, and the proposal to become part of the Committee of Honour shall be dependant on the applicant's obeying of the Law, the Statutes and the System of Internal Rules and Regulations and its possible modifications. Every request to become associated Member, collaborator or Sponsor and the proposal to be part of the Committee of Honour shall be subjected to the approval of the Executive Board. In the case of Sponsors and of Members of the Committee of Honour the approval of the General Assembly with a simple majority of the votes shall be necessary.

2. The reasons for membership cancellation are:

- a) The individual's own decision, which shall be notified to the Executive Board with at least three (3) months in advance. The subscription of the current year paid by this resigning Member shall remain in the Association and it shall not be reimbursed under any circumstances.
- b) Not meeting the payments of the subscription.
- c) Not complying with the statutory duties.

3. Regular and associated Members, and individual collaborators, as well as Sponsors and Members of the Committee of Honour who are excluded shall receive a notice from the Executive General Secretary, detailing the Executive Board's decision.

Sponsors and Company Collaborators, individual Collaborators and Members of the Committee of Honour shall lose their position if so approved by a simple majority of the Assembly.

4. In addition, the decision to exclude a regular or associated Member has to be ratified by the General Assembly by two thirds (2/3) of the votes of regular and associated Members present or represented at the General Assembly, minus the vote of the excluded Member. The final decision shall not be taken until the Member has had the opportunity to defend his/her position before the General Assembly.

5. Those Members who have resigned or have been excluded from the Association shall have no rights to the social fund and shall not be able to claim the reimbursement of the subscriptions paid nor the donations that they might have made to the Association. Should these Members have incurred a debt with the Association for a donation or legacy, the donation or legacy of the mentioned quantity shall be immediately claimed when they resign or are excluded.

6. The President, Vice-presidents, Executive General Secretary and Associate General Secretary, the Treasurer and the rest of Members of the Executive Board shall be automatically dismissed if they quit for whatever reason the institution that they represent within the Association and for which they worked when they were chosen for the General Assembly of the Association.

### **Chapter III. The General Assembly**

#### *Article 12 the General Assembly*

1. The General Assembly is the governing body of the Association; the regular and associated Members are part of it in their own right. The General Assembly is made up of all the regular and associated Members, as well as the President, Vice-Presidents, Executive General Secretary, Associate General Secretary and Treasurer.

Company collaborators, Individual collaborators, Sponsors and Members of the Advisory Council may also be invited to attend the General Assembly by the Executive Board if deemed appropriate.

Exceptionally, the Executive Board may invite third parties to attend the meetings as advisors.

2. The Members, in a legally constituted General Assembly meeting, shall decide by a majority of votes which matters are under the Assembly authority. General Members have three votes and associated Members one vote.

3. All Members shall be subject to the General Assembly decisions, including absent Members, disagreeing Members and present Members who have not voted.

#### *Article 13 the General Assembly powers*

The General Assembly shall have the following powers:

a) Modifying the Statutes

b) Choosing and separating Members from the governing body and control its activity. Specifically, the General Assembly shall appoint or dismiss the President, Vice-Presidents, Executive General Secretary, Associate General Secretary, Treasurer, Members of the Executive Board and also the Directors (should that be the case). It shall also grant full powers to the Executive General Secretary and Executive Board as appropriate. It shall also grant the corresponding powers to the President and Vice-presidents

c) Approving the annual budget and the settlement of the annual accounting, as well as adopting decisions to establish the type and amount of the contribution to the

Association and approve the governing body management. The General Assembly shall determine the amount of the annual subscription fee to be paid by Members, collaborators and Sponsors

- d) Approving the dissolution of the Association
- e) Becoming part of associations or resigning from them
- f) Applying for common public interest declaration
- g) Approving the System of Internal Rules and Regulations
- h) Approving the leave or permanent cancellation, with a procedure, of Members
- i) Knowing the applications filed to become a Member as well as the new memberships and cancellations for reasons other than permanent cancellation
- j) Passing decisions over any other matter which may not be directly under the authority of any other body of the Association. The listing of competences under this article is purely informative and does not limit the authority of the General Assembly
- k) Approving by simple majority the nomination of the Executive Board, the President, the Vice-president, the Sponsors, the members of the Committee of Honour and members of the Advisory Council.

#### *Article 14 General Assembly Meetings*

1. The Assembly is called to meet by the governing body via a summons which has to specify, at least, the agenda, the place, the date and the time of the meeting.
2. The summons shall be issued fifteen (15) days before the meeting date, individually and in a written document sent to the address in the updated Member list that the Association must have. The summons shall be sent by the Executive General Secretary, with the President's approval, either by post, electronic mail, fax or any other means which allow the recipient to acknowledge reception.
3. The General Assembly meetings shall be chaired by the President of the Association. In case of absence, he/she should be replaced by the Vice-president, the Executive General Secretary or the eldest Executive Board councillor, in this order. The person holding the same position in the Executive Board or the person appointed for the occasion shall act as secretary.
4. The Secretary shall write the minutes for each meeting, which he/she shall sign together with the President or the person who has acted as such, with an extract of the deliberations, the text of the adopted decisions, the numeric result of the votes and the list of attendants.

At the beginning of each General Assembly meeting the minutes from the previous session shall be read for approval or amendment. However, five (5) days before, the minutes and any other documents have to be available to Members in the Association offices.

#### *Article 15 Ordinary General Assembly*

1. The Ordinary General Assembly meets in ordinary session at least once a year in the months between the 1st of March and the 30th of June, both included. It shall be called

by both the President and the Executive General Secretary. It shall be held in the Association headquarters or in any other place specified in the summons.

2. During the ordinary meeting the General Assembly shall approve the annual report, the annual financial statement, the Executive Board management as well as the budget proposed by the Executive Board and presented by the Executive General Secretary.

3. For all the above mentioned matters, the simple majority of votes of Members present or represented at the ordinary meeting of the General Assembly shall suffice.

#### *Article 16 Extraordinary General Assembly*

1. The governing body may call an extraordinary meeting of the General Assembly whenever it deems necessary, and must do so when 10% of the Members request a meeting; in this case, the meeting shall take place within thirty (30) days from the moment of the request.

2. The President and the Executive General Secretary may also call an extraordinary meeting of the General Assembly at any time and after consulting each other.

#### *Article 17 General Assembly meetings normal proceedings*

1. If the official representative of a Member institution, be it a regular Member or an associated Member, can not attend a meeting of the General Assembly, he/she can appoint another person from the same institution to attend in his/her place. To that effect, the Member institution shall give the representative the corresponding authorisation in writing, which shall be presented to the Executive General Secretary before the beginning of the meeting of the Assembly.

2. Any regular or associated Member who can not attend the meeting of the Assembly may delegate his/her vote to another general or associated Member. This should be made in writing.

3. The meetings of the General Assembly shall be chaired by the President or by one of the Vice-presidents. In their absence, the meetings shall be chaired by the Executive General Secretary. If the President or one of the Vice-presidents is present, the Executive General Secretary shall attend the meeting as secretary. If the Executive General Secretary chairs the meeting, he/she shall appoint a secretary among the attendees. If the Executive General Secretary can not attend the meeting, the Associate General Secretary shall act as secretary and if he/she can not attend the meeting either, the Treasurer shall chair the meeting and appoint a secretary among the attendees.

4. The General Assembly shall need two thirds (2/3) of the votes of Members present or represented to be legally constituted in the first meeting. If this quorum is not met, a second General Assembly may be called. The second meeting may take place within the following half hour or more after the first meeting. In the second meeting, the General Assembly shall be legally constituted regardless of the number of Members present or represented.

5. The General Assembly can only make decisions regarding the agenda of the meeting. 10% of Members may request the governing body to include in the agenda one or more matters to be discussed. If the Assembly has already been summoned, they can do so within the first third of the time between the reception of the summons and the date of

the meeting of the body. The Assembly can only adopt decisions regarding the matter included in the agenda, unless it has been called with universal character or the decisions refer to the calling of a new General Assembly.

6. Each of the Members has the right to vote in the General Assembly. Regular Members have three (3) votes and associated Members one (1) vote. The decisions shall be made by the General Assembly with a simple majority of the votes of Members present or represented, except in the following cases, in which the following majorities shall be required:

a) Two thirds (2/3) reinforced majority: (of Members present or represented)

- Modification of the Statutes
- Change of the registered office
- Opening of sub-offices
- Incorporation of new Locomotive Economic Regions (EULER) to **R+D+4i Project**
- Exclusion of Members
- Provision or alienation of assets
- Appointing, choosing and/or dismissal of the President, Vice-presidents, Executive General Secretary, Associate General Secretary and Treasurer.
- Appointing, choosing and/or dismissal of the Executive Board councillors

The candidates who formally enter the Executive Board elections shall have the right to have a copy of the list of general and associated Members and their registered offices and e-mail addresses if the Members specifically allow so

b) Three fifths (3/5) reinforced majority:

- Approval, modification and cancellation of the System of Internal Rules and Regulations

c) Four fifths (4/5) reinforced majority:

- Dissolution of the Association

7. The draft resolutions presented to the General Assembly shall be previously notified to all regular and associated Members of the Association. The general political strategy and project of the Association shall be proposed annually by the Executive Board and approved by the General Assembly with a majority of votes of Members present or represented.

8. The minutes of the latest Assemblies shall be kept in the Association offices. The minutes have to be signed by the person who chaired the Assembly and the person who acted as Secretary.

## **Chapter IV. The Executive Board**

### *Article 18 Functions of the Executive Board*

23/03/2009

1. The Executive Board governs, manages and represents the Association. The Executive Board shall be composed of a minimum of 5 Members and a maximum of 25 Members.
2. This body is composed of the Executive General Secretary, the General Associate Secretary, the Treasurer and the rest of councillors, positions which must be held by different people.
3. The appointing of the Executive Board Members, who must be Members of the Association, shall be made through the vote of the General Assembly. The elected people shall enter duty after accepting the position. Exceptionally, in the moment of constituting the Association, the constituting Assembly shall appoint the Executive Board Members, which may be composed of three or more Members. After the first mandate has expired or if there are cancellations or resignations, the Assembly shall appoint the positions to form a new Executive Board.
4. The appointment and termination of positions shall be communicated to the Register of Associations through a certificate issued by the retiring Executive General Secretary with the approval of the retiring president, and must also include the approval of the new President and the new Executive General Secretary.
5. The Members of the Executive Board are not paid for their positions.

#### *Article 19 Members of the Board*

1. The Members of the Executive Board hold their positions for a four-year (4) term, and may be re-elected.
2. The termination of their position before the end of the term may occur in the following cases:
  - a) Death or declaration of absence, in the case of individuals representing Members, or extinction, in the case of legal persons.
  - b) Disability or disqualification.
  - c) Resignation notified to the governing body.
  - d) Separation agreed by the General Assembly.
  - e) Any other reason established in the law or the Statutes.
3. Vacancies in the Executive Board must be covered in the first meeting of the General Assembly. Meanwhile, a member appointed by the Board may temporarily take the vacant position.

#### *Article 20 Powers and proceedings of the Executive Board*

1. The Executive Board shall have the following powers:
  - a) Representing, governing and managing the Association in the broadest way established by law in legal, extralegal matters and before any body or public administration; and obeying the decisions made by the General Assembly, under the rules, instructions and regulations established by the Assembly.

- b) Making the necessary decisions regarding the appearance before public entities and carrying out all types of legal actions and lodging appeals.
- c) Suggesting the defence of the Association's interests and the meeting of its objectives to the General Assembly.
- d) Suggesting the defence of establishing the quotations that Members, collaborators and Sponsors have to contribute to the General Assembly.
- e) Calling the General Assemblies and overseeing the complying of the decisions adopted.
- f) Presenting the balance of accounts, the notes and the statement of accounts of each year for approval of the General Assembly and drawing the following year's budget if appropriate.
- g) Hiring the employees that the Association may have. It shall be in charge of ensuring the necessary means so that the Executive General Secretary can accomplish his/her directing role in the Association.
- h) Overseeing the accounts and ensure that services work normally.
- i) Establishing work groups to meet the goals of the Association in the most efficient way and authorising the events that those groups may plan.
- j) Appointing the Executive Board councillors that shall be in charge of each work group, according to each group proposals.
- k) Carrying out the corresponding procedures before public bodies, entities and other public and private entities to obtain:
  - Grants and other aids
  - The use of spaces or buildings which may become a space for debate, study for the economical development of the EU Locomotive Economic Regions and pro-European socio-economical initiatives, or in favour of European citizens in general.
- l) Opening current and savings bank accounts in any lending or savings bank and make use of the funds deposited in those accounts, at EULER and global EULER network levels as specified in the System of Internal Rules and Regulations.
- m) Finding an interim solution to any case not contemplated in the Statutes and reporting it in the first General Assembly meeting.
- n) To deal with the sanctioning process and adopt a final resolution with a majority of two third of the members of the Executive Board.
- o) Any other power which has not specifically been attributed to any other governing body in the Association or that may have been specifically delegated on the Executive Board.

2. The Executive Board shall be considered legally established if half of its Members plus one are present or legally represented.

3. The Executive Board shall be chaired by the Executive General Secretary, the Associated Executive Secretary in absence of the former or the Treasurer in absence of both. The General Associate Secretary shall act as secretary or, in his/her absence, the eldest councillor.

4. The Executive General Secretary shall be responsible of preparing the agenda and directing the meeting of the Executive Board. He has full powers to call the meetings.
5. Each Member of the Executive Board has one vote. The decisions of the Executive Board shall be made by simple majority of the votes of Members present or represented. In case of an equality of votes, the person who chairs the meeting shall have the casting vote.
6. If, during its ordinary meetings, the Executive Board has to make decisions which need to be ratified by the General Assembly due to their importance, it shall take the appropriate transitional urgent measures which shall later be ratified by the General Assembly.
7. The Executive Board shall –having previously been summoned- meet regularly at least three times a year, under the summons of the Executive General Secretary. An extraordinary meeting may be called whenever more than two fifths (2/5) of the Members of the Board request it in writing to the Executive General Secretary. The Executive General Secretary shall have the power to call meetings of the Executive Board at any time he/she deems adequate.
8. The Members of the Executive Board must attend all meetings called, although they may be excused for justified reasons. The presence of the Executive General Secretary or of the General Associate Secretary or of those replacing them shall always be required.
9. A register of the minutes of all meetings of the Executive Board of the Association shall be kept. The minutes shall be signed by the Executive General Secretary or the person who has chaired the meeting in his/her place and the secretary.
10. The Executive Board shall be responsible of keeping a register in the Association headquarters with the names of the Members, collaborators and Sponsors, Members of the Committee of Honour and the Advisory Council who are part of the Association, detailing the decisions regarding the approval of new Members, resignations and possible exclusions.
11. On request of the Executive General Secretary, the Executive Board may nominate a director on whom the Executive General Secretary may delegate the responsibilities that he/she deems appropriate in order to carry out the daily management tasks of which he/she is responsible.
12. The delegation of vote in the Executive Board shall follow the same criteria as in the General Assembly.

## **Chapter V. The General Secretariat**

### *Article 21 Functions of the General Secretariat*

1. The General Secretariat shall be tasked with executing the lines of action defined by the Executive Board based on the strategies and policies set down by the General Assembly. Its main role shall be to carry out the **R+D+4i Project**.
2. The General Secretariat shall have the basic necessary roles established according to the criteria of the Executive General Secretary and approved by the Executive Board.

Specifically, it shall have the following functions: institutional coordination, development of the analysis actuations and creation of propositions, the organization of public activities (seminars, workshops, symposiums, conferences, etc.) the organisation of the Main Conference at the end of the analysis period and the management of a permanent monitoring group, among other tasks, as well as the responsibilities of technical secretariat clerical tasks and the control of accountancy of the management.

3. The General Secretariat shall be directed by the Executive General Secretary, assisted by a director if necessary.

There shall be people responsible for each of the basic tasks of the basic functions of the General Secretariat. It may also establish work groups to ensure the correct development of **R+D+4i Project** if it deems it necessary.

4. The General Secretariat should be set up within the Locomotive Economic Region (EULER) in charge of managing the corresponding four-year cycle of the **R+D+4i Project**.

5. There shall be an institution, Member of the Association, within each Locomotive European Region, in which a regional Secretariat (social sub-office) is set up in order to oversee tasks at the corresponding EULER level. This regional Secretariat can become General Secretariat of the Association when the EULER becomes global responsible of the corresponding four-year cycle. The work of all these regional Secretariats shall be coordinated by the Association General Secretariat.

6. The Executive General Secretary shall report periodically the tasks carried out by the General Secretariat to the Executive Board.

## **Chapter VI. The Executive General Secretary, the Associate General Secretary, the President, the Vice-presidents and the Treasurer**

### *Article 22 Functions*

1. The candidates to the Presidency, vice-presidencies, Executive General Secretariat, Associate General Secretariat and Treasurer positions shall be appointed by the constituting Assembly based on the first Executive Board proposal. The subsequent General Assembly appointments shall be made for a period of 4 years and based on candidates presented by regular and associated Members. All regular and associated Members present or represented in the corresponding meeting of the General Assembly have the right to propose candidates to those positions.

2. The President and the Executive General Secretary represent the Association in all circumstances, according to the powers granted by the General Assembly.

3. The Executive General Secretary has full authority to accept and enforce any legacy or pact proposed to the Association and to do everything that may be necessary to ensure its assignation in compliance of the corresponding legal dispositions. The Executive General Secretary shall be in charge of any legal action in which the Association acts as plaintiff or defaulter. In his/her absence, responsibility may be delegated to the Associated Executive Secretary.

4. The Executive General Secretary, appointed with powers of management and administration granted by the General Assembly, according to these Statutes, is

responsible of the General Secretariat and is above the Director (should there be one) and all the team of people responsible of the aforementioned General Secretariat which he/she shall appoint. The position of Director shall be proposed by the Executive General Secretary and ratified by the Executive Board.

5. The Executive General Secretary shall hold all necessary powers to develop the objectives and general political strategy of the Association. In an urgent situation, he/she may dismiss the Director without consent of the Executive Board. Specifically, the Executive General Secretary shall have the following functions and responsibilities:

- Representing the Association before third parties
- Governing the Executive Board and chairing its meetings
- Governing the General Secretariat
- Directing the Association globally
- Determining the calling of General Assembly and Board meetings
- Approving the minutes and certificates written by the secretary of the Association
- All other responsibilities associated with the position and those delegated by the General Assembly or the Executive Board.

6. The Associated General Secretary, by delegation of the Executive General Secretary, shall keep the Association's documents, keep, write down and sign the minutes of the General Assembly and Executive Board meetings, write and authorize the certificates which need to be issued and be responsible of the registry of Members. He/she shall have the functions and responsibilities that the Executive General Secretary may delegate upon him/her.

7. The President of the Association shall also be the legal representative of the Association before third parties, chair the Assembly and conduct the debates and the proceedings of the Assemblies. He/she shall also act as coordinator of the Vice-presidents. In case of illness or absence, the President is replaced by the eldest Vice-president, by the Executive General Secretary, or by the eldest Board councillor, in this order.

8. The Vice-presidents shall have the functions and responsibilities delegated upon them by the President. In addition, the Vice-presidents shall be local representatives in the EULER assigned by the General Assembly.

9. The Treasurer is responsible of the custody and control of the Association resources, as well as the elaboration of the budget, the statement of accounts and the accounts settlement. He/she is responsible for a ledger. He/she signs the receipt for the quotations and other treasury documents. He/she pays the bills approved by the Executive Board, which must be previously approved by the Executive General Secretary, and puts the surplus in deposits open in lending or savings banks. The Treasurer shall oversee the general accountancy in the Association.

## **Chapter VII. The Committee of Honour and the Advisory Council**

### *Article 23 Committee of Honour*

1. The Executive Board may constitute a Committee of Honour made up of individuals who, because of their professional merits and their support to the goals of the Association and to the R+D+4i Project, are worthy of said distinction. All the highest responsible people of the Member institutions shall also be eligible to the Committee of Honour of the Association.

2. The Members of the Committee of Honour shall have to be ratified by the General Assembly and could be invited by the Executive Board to its meetings as well as to those of the General Assembly through the summons sent by the Secretary General Executive. They shall not have the right to vote in these Boards.

3. Shall not have the right to be elected President, Vice-president, Executive General Secretary, Associated General Secretary, Treasurer nor Executive Board councillor, unless they are the main responsible person in institutions Member of the Association.

### *Article 24 Advisory Council*

1. The Executive Board may establish an Advisory Council made up of individual persons, who could selflessly contribute with their knowledge to the development of the R+D+4i project.

2. The Advisory Council shall be composed of two work groups: The Strategic Advisory Council and the Operational Advisory Council. The former shall be composed by generalist's people with a high level of strategic vision in the process of economic and social development in the era of globalisation. The latter shall be composed by renowned experts in areas of expertise of high interest to the R+D+4i project.

3. The Members of the Advisory Council shall have to be ratified by the General Assembly and could be invited through the summon sent by the Secretary General Executive to take part in the Executive Board meetings, in case the subjects being discussed require their presence. They shall not have the right to vote neither to be eligible President, Vice-President, Executive General Secretary, Associate General Secretary, Treasurer, nor Member of the executive Board.

## **Chapter VIII. Financial situation and accounting year**

### *Article 25 Net assets*

This Association does not have founding assets

### *Article 26 Economic resources*

1. The economic resources of the Association are drawn from:

- a) The subscription quotations determined by the General Assembly for its Members, collaborators and Sponsors
- b) Official and private grants
- c) Donations, inheritances or legacies

d) The income from the heritage or others sorts of.

e) Revenues generated by assets or by reports made for others parties.

2. All the Members of the Association have the duty of providing financial support through quotas or extra charges, in the manner and proportion determined by the General Assembly under the suggestion of the Executive Board.

3. The General Assembly may establish entry quotations, monthly quotations –to be paid every month, trimester, semester or year, as the Executive Board decides- and extraordinary quotations.

#### *Article 27 Tax year, budget and accounts settlement*

1. The tax year shall begin on the first of January of each year and end on the 31st of December of the same year.

2. The annual balance of the previous tax year proposed by the Executive General Secretary and endorsed by the Treasurer shall be presented to the General Assembly for approval. This shall take place during the aforementioned ordinary session of the General Assembly.

3. Each year the Executive Board shall present the annual balance to the competent authority through the General Secretariat.

#### *Article 28 Bank accounts*

1. The current or savings accounts opened in lending or savings banks must include the signatures stated in the System of Internal Rules and Regulations.

### **Chapter IX. Disciplinary measures**

#### *Article 29 Offences and penalties*

1. The Executive Board may penalise the offences committed by the Members, Members of the Executive Board, collaborators, Sponsors or other Members of the Association.

2. These offences shall be determined as minor, serious and very serious and the corresponding penalties may range from a reprimand to the exclusion from the Association, as established in the System of Internal Rules and Regulations.

3. The disciplinary procedure starts as a matter of cause or as consequence of a reporting. Within ten (10) days, the Executive Board appoints an official who shall start the infringement proceedings and propose a resolution within fifteen (15) days, after having held a hearing with the presumed offender. The final resolution, which must have been approved by two thirds of the Members of the Executive Board, shall be adopted by this governing body within fifteen (15) days.

4. The penalties handed by the Executive Board for serious and very serious offences may be appealed before the next General Assembly if the System of Internal Rules and Regulations contemplates the process to do so.

## **Chapter X. Dissolution**

### *Article 30 Dissolution process*

1. The Association may be dissolved if so agreed by the General Assembly, called in an extraordinary meeting to this end.
2. Once the dissolution has been agreed, the General Assembly shall take the corresponding measures regarding the assets and rights of the Association, as well as the settlement and extinction of any ongoing operation.
3. The Members of the Association are exempt of personal liability. Their liability is limited to fulfilling the duties that they have voluntarily acquired.
4. The net residual resulting from liquidation shall be handed to the most outstanding non-profit public or private entity in a field with pro-European and socio-economical goals, equivalent to our Association goals, within the same territorial area of influence as the Association.

### *Article 31 Liquidation commission and use of the liquidation*

1. The Assembly has the power to choose liquidation commission if it deems it necessary.
2. The liquidation and the execution of the decisions referred to in the sections mentioned in this same article are competences of the Executive Board if the General Assembly does not delegate this task on a specially designated liquidation commission.

Barcelona, 23rd March 2009

Signatures of all founding Members